

1 UNITED STATES BANKRUPTCY COURT
2 EASTERN DISTRICT OF NEW YORK
3
4 In re: . Brooklyn, New York
5 COTTONWOOD VENDING, LLC . May 9, 2024
6 Debtor . 1-23-43027
7 . 1-23-01093-ap
8 . 1-24-01034-ap
9 . 1-24-01037-ap
10 Calendar Time 2:30 P.M.
11
12 1-23-43027
13 COTTONWOOD VENDING LLC
14
15 [84] NOTICE OF HEARING ON [82] OBJECTION TO [71] MOTION FOR 2004
16 EXAMINATION NOTICE OF PRESENTMENT AND APPLICATION IN SUPPORT FOR
17 AN ORDER AUTHORIZING EXAMINATION AND PRODUCTION OF DOCUMENTS OF A
18 RESPONSIBLE PARTY OF DIGITALOCEAN LLC PURSUANT TO BANKRUPTCY RULE
19 2004. OBJECTIONS TO BE FILED ON 02/27/2024 AT 4:00 P.M.. HEARING
20 ON OBJECTIONS, IF ANY, WILL BE HELD ON: APRIL 3, 2024 AT 11:00
21 A.M.. FILED BY RICHARD J. MCCORD ON BEHALF OF RICHARD J. MCCORD.
22 ORDER TO BE PRESENTED FOR SIGNATURE ON 3/5/2024. (ATTACHMENTS: #
23 1 APPLICATION IN SUPPORT # 2 EXHIBIT A # 3 EXHIBIT B # 4 PROPOSED
24 ORDER # 5 AFFIDAVIT OF SERVICE) (MCCORD, RICHARD)
25
26 1-23-01093-AP
27 SHERMAN V. COTTONWOOD VENDING LLC ET AL
28
29 ADJ PRE-TRIAL CONFERENCE RE: [1] NOTICE OF REMOVAL RE: ADAM
30 SHERMAN VS COTTONWOOD VENDING LLC, ANIELLO ZAMPELLA, AND COINDADO
31 LLC BY COTTONWOOD VENDING, LLC. FEE AMOUNT \$350. NATURE(S) OF
32 SUIT: (02 (OTHER (E.G. OTHER ACTIONS THAT WOULD HAVE BEEN BROUGHT
33 IN STATE COURT IF UNRELATED TO BANKRUPTCY))). ADJ [6] MOTION FOR
34 REMAND/ABSTENTION AND RELIEF FROM THE AUTOMATIC STAY. FILED BY
35 JENNIFER AMY ROSSAN ON BEHALF OF ADAM SHERMAN.
36
37 1-24-01034-AP
38 PENNER V. ZAMPELLA ET AL
39
40 PRE-TRIAL CONFERENCE RE: [1] NOTICE OF REMOVAL RE: JASON PENNER
41 INDIVIDUALLY AND DERIVATIVELY ON BEHALF OF COTTONWOOD VENDING LLC
42 VS ANIELLO ZAMPELLA, COINDADO LLC, AND COTTONWOOD VENDING LLC BY
43 ANIELLO ZAMPELLA. FEE AMOUNT \$350. NATURE(S) OF SUIT: (02 (OTHER
44 (E.G. OTHER ACTIONS THAT WOULD HAVE BEEN BROUGHT IN STATE COURT
45 IF UNRELATED TO BANKRUPTCY))).

1 1-24-01037-AP
2 SECURE CARD MANAGEMENT LLC V. COTTONWOOD VENDING LLC ET AL
3 PRE-TRIAL CONFERENCE RE: [1] NOTICE OF REMOVAL RE: SECURE CARD
4 MANAGEMENT LLC V COTTONWOOD VENDING LLC AND ANIELLO ZAMPELLA ON
5 BEHALF OF COTTONWOOD VENDING LLC AND ANIELLO ZAMPELLA. FEE AMOUNT
6 \$350. NATURE(S) OF SUIT: (02 (OTHER (E.G. OTHER ACTIONS THAT
7 WOULD HAVE BEEN BROUGHT IN STATE COURT IF UNRELATED TO
8 BANKRUPTCY))) .
9
10 BEFORE HONORABLE NANCY H. LORD
11
12 Attorney for Chapter 7 Trustee, Richard J. McCord: ROBERT NOSEK
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1 ROBERT NOSEK: Good afternoon your Honor. Robert
2 Nosek, Certilman Balin Adler & Hyman for Richard J. McCord the
3 Chapter 7 Trustee in the Cottonwood main case and on behalf of
4 Cottonwood named as a defendant in 24-1037, 24-1034 and 23-
5 1093.

6 BRADLEY NASH: Good afternoon your Honor. Bradley Nash
7 of Hoguet Newman Regal & Kenney representing Jason Penner in
8 his adversary proceeding.

9 JENNIFER ROSSAN: Good afternoon your Honor. Jennifer
10 Rossan, Sadis & Goldberg representing creditor Adam Sherman,
11 plaintiff actually, in adversary proceeding 23-01093.

12 (CROSSTALK)

13 GERARD LUCKMAN: Good afternoon your Honor. Gerard
14 Luckman, Forchelli Deegan Terrana, counsel to Aniello Zampella
15 and also Ievgeniia Vatrengo, litigation counsel to Aniello
16 Zampella.

17 EDWARD ELKIN: Good afternoon your Honor. Edward Elkin
18 on behalf of the creditor Secure Card, and in the adversary
19 proceeding, the plaintiff Secure Card.

20 ALEXANDER BANZHAF: Good afternoon your Honor.
21 Alexander Banzhaf from Tuttle Yick on behalf of creditor,
22 Robert Taylor.

23 (CROSSTALK)

24 ELI RICHLIN: Good afternoon your Honor. This is Eli
25 Richlin of Wilson Sonsini Goodrich & Rosati for non-party

1 Digital Ocean in the main case.

2 (CROSSTALK)

3 THE COURT: Hold on, hold on, hold on. Whoever
4 represents Robert Taylor, what is your name again?

5 ALEXANDER BANZHAF: Alex Banzhaf from Tuttle Yick.

6 THE COURT: Okay. And after Alex Banzhaf for Robert
7 Taylor, what was the next one please?

8 (CROSSTALK)

9 SHERYL GIUGLIANO: Sheryl Giugliano at Ruskin Moscou
10 Faltischek co-counsel for Jason Penner in the main case and
11 also in the adversary proceeding 24-01034.

12 THE COURT: Thank you. Do I have somebody else trying
13 to make an appearance? There was somebody else who was speaking
14 at the same time as Ms. Giugliano. Hello?

15 ROBERT NOSEK: Your Honor, Robert Nosek. I believe
16 that might have been Mr. Richlin who I believe you had asked
17 who was appearing after you had asked for Mr. Taylor's counsel.

18 THE COURT: Okay, so I need it again Mr. Richlin.

19 ELI RICHLIN: Alright, sure. Thank you, and thank you
20 for speaking up. I wasn't sure who that- okay, Eli Richlin, R I
21 C H L I N of Wilson Sonsini Goodrich & Rosati for non-party
22 Digital Ocean, LLC in the main case.

23 FEMALE VOICE: Judge, I just want to make sure that
24 everyone that gave an appearance today signed up for E-Court
25 Appearances because I'm- either you signed in on time or- I

1 just want to make sure I don't miss anybody. So just in case
2 anyone hasn't signed in, please do so. Thank you.

3 THE COURT: Hang on a minute.

4 FEMALE VOICE: Judge?

5 THE COURT: Yeah I'm here. I'm looking at something.

6 FEMALE VOICE: Okay and I just wanted to say- I just
7 want to make sure that everybody that gave an appearance today
8 has signed in to E-Court Appearances. Thank you.

9 THE COURT: I'm sorry. I had a thought and then I lost
10 it. My question is, who is the party who filed a claim whose
11 case is pending in the Southern District? Mr. Nosek. Mr. Nosek,
12 tell me who that is.

13 ROBERT NOSEK: Good afternoon, Robert Nosek for the
14 Trustee. I believe that is Mr. Taylor represented by Alex
15 Banzhaf. And one correction your Honor, it is no longer pending
16 in the Southern District. It was remanded.

17 THE COURT: In state court.

18 ROBERT NOSEK: Correct.

19 THE COURT: Okay. But you have a proof of claim filed
20 correct?

21 ROBERT NOSEK: Yes your Honor.

22 THE COURT: Okay. Yeah so I wanted you here- and we'll
23 talk about all the individuals but I wanted you here today
24 because I had raised the prospect of sending everyone to
25 mediation and I can do that as long as I've got, you know, as

1 long as I've got a basis to do that and your proof of claim is
2 a basis to do that. As to the others, I have their- I currently
3 have their actions before me. And I'm not in this grouping
4 talking about the last adversary with respect to Secure Card
5 because that's a totally different situation. So I'm not
6 talking about grouping that one and we talked about the fact
7 that if I did this there would be some people that would not be
8 happy and I understand that if I did this, there would be one
9 mediator and they can do this is a separate mediation or they
10 could- it would be an effort of coordinating in some form to
11 get a global settlement or one big mediation. I indicated that
12 I don't micromanage mediators and again before I determine
13 whether I'm going to remand anything or- I would ask everybody
14 to give that a shot. Before you comment, let me now just go
15 through and bring everybody up to date on anything new that has
16 been filed. So on Sherman versus Cottonwood we have the pre-
17 trial and a removed action. Adam Sherman filed a complaint both
18 individually and derivatively on behalf of debtor's principal,
19 Aniello Zampella. His other entity, Coindado LLC and the debtor
20 as the nominal party began monetary damages against defendant
21 Aniello Zampella for breach of contract and for judgment that
22 he is a 9.9% owner. Cottonwood monetary damages derivatively on
23 behalf of Cottonwood against defendant for conversion of
24 associated assets, monetary damages derivatively on behalf of
25 Cottonwood against defendant, Aniello Zampella for Bitcoin,

1 monetary damages derivatively on behalf of Cottonwood of
2 misappropriation, monetary damages derivatively on behalf of
3 Cottonwood for breach of fiduciary duty against defendant,
4 Aniello Zampella, monetary damages derivatively on behalf of
5 Cottonwood for unjust enrichment against defendant, and
6 monetary damages individually for unjust enrichment against
7 defendant, common law dissolution of Cottonwood, statutory
8 dissolution of Cottonwood, compulsory buyout of the 9.9%
9 interest in Cottonwood. And that is technically stayed as to
10 the debtor and it is with respect to that stay that we sought
11 the motion to remand which is the next item on the calendar.
12 Since the last time, Mr. Sherman's counsel filed a supplement
13 connecting an order of Judge Liman of the Southern District of
14 New York in the matter of Taylor versus Zampella denying
15 Zampella's motion to vacate the order remanding the action to
16 state court. That action only has an unjust enrichment claim
17 against the debtor which is stayed. There are no derivative
18 claims on behalf of the debtor. It is noted the claims against
19 the debtor were stayed. And I'm not sure how that decision
20 influences my determination on the motion to remand. And again,
21 I had hoped that Mr. Taylor's counsel would be here today. The-
22 I'm going to have a status on Taylor's claim. That didn't make
23 the calendar, I know. I'm actually going to put that on as a
24 separate status matter on the calendar but I'm glad to hear on
25 any of that. So, Mr. Taylor filed claim five against the debtor

1 in an unknown amount and that is Taylor individually and
2 derivatively on behalf of Guthrie Management against debtor
3 Zampella, against the debtor, against Zampella against Chad
4 Russo, against Pierre Basmaji for breach of contract and again
5 that was remanded and that action is against the debtor. We
6 just talked about the Sherman case. With respect to Jason
7 Penner, we don't have a proof of claim yet. The date is May
8 24th at this time. That was a removed action. Penner
9 individually and on behalf of the debtor against Zampella,
10 Coindado and the debtor and the motion for remand that was
11 filed. And then Secure Card Management, I don't have a proof of
12 claim. That's an advisory proceeding of removed action and
13 pending- debtor Zampella- it's a breach of contract. But is it,
14 I guess, am I correct in thinking that it is different from all
15 the others Mr. Nosek?

16 ROBERT NOSEK: Your Honor. Robert Nosek for the
17 Trustee. My reading of the complaint there would be some
18 substantial differentiation. It does seem that it is just -
19 there appears to be a written contract and that there are
20 violations alleged on both sides, but it's- while there is an
21 allegation that they are entitled to a certain amount of
22 profits or you know some sort of an allegation that maybe they
23 are, it's a joint venture, it's not to the level that I would
24 say that either certainly Mr. Sherman or Mr. Penner is arguing
25 and to a lesser extent Mr. Taylor.

1 THE COURT: But, okay, but, so-

2 ROBERT NOSEK: Yes.

3 THE COURT: So, I-

4 EDWARD ELKIN: This is Eddie Elkin, I am the attorney
5 for Secure Card.

6 THE COURT: Yeah.

7 ROBERT NOSEK: I'm sorry Your Honor.

8 THE COURT: I'd like to include them in the mediation
9 Mr. Nosek without creating too much havoc.

10 EDWARD ELKIN: Right, yeah, I mean the only issue with
11 that is that- well I'm all for trying to resolve all this
12 instead of letting it drag out as long as it possibly can, but
13 we went through initial mediation when we had the- were in
14 State Court and we had a whole day of mediation, but whether it
15 would be different or not, hopefully it would be. I mean I'm
16 not- I am not, you know, I'm not totally opposed to trying to
17 do something, but I just know that we did make a good faith
18 effort, both sides did actually and we clearly couldn't come up
19 with anything.

20 ROBERT NOSEK: Your Honor, Robert Nosek.

21 EDWARD ELKIN: But that was a long time ago, that was-
22 that was about five years ago actually.

23 THE COURT: And Ms. Rossan made that point quite
24 strongly last time so- in her case I heard about it, about the
25 globally attempting to a settlement and that was at the

1 Appellate-

2 EDWARD ELKIN: But I'm not, I'm not, yeah. Yeah.

3 THE COURT: Alright Mr. Nosek-

4 FEMALE VOICE: Judge, I just need everybody to state
5 their name before they speak please. Thank you.

6 THE COURT: Mr. Nosek, what were you going to say?

7 ROBERT NOSEK: Robert Nosek for the Trustee. You
8 know, based on this colloquy and then also what I reviewed, if
9 we are going to be going to mediation, I would probably say
10 that we would put in the Secure Card one in part because with
11 debtor, which we represent, you know we represent the estate
12 now actually has an affirmative counterclaim for breach of
13 contract and so that might speed up that particular process in
14 that litigation and it might not- and again, you know, we were
15 not involved in the prior litigation, so maybe a fresh set of
16 eyes. I think it would be, you know, if it is a single
17 mediator, it certainly, I would want to have that one probably
18 siloed off because it does seem like the facts on that one are
19 substantially different than the other ones involving what Mr.
20 Zampella did or didn't say for instance but-

21 JENNIFER ROSSAN: Your Honor, this is Jennifer Rossan
22 for Adam Sherman. Just to clarify, the Secure Card mediation
23 had nothing to do with the mediation that Sherman did in the
24 Appellate Division. I mean, I didn't even know about Secure
25 Card. It's a completely separate case. It's pending in a

1 different court. I guess according to Mr. Elkin they had a day
2 long mediation that was unsuccessful in Secure Card. We also,
3 we Sherman, had a separate mediation and that was unsuccessful.
4 That has nothing to do with Secure Card. And we also had- we
5 also tried to resolve the case with Zampella's and Cottonwood's
6 first set of lawyers. I mean they're on the fourth now, but
7 with the first that- we tried to settle it ourselves, which was
8 also unsuccessful because Zampella took a no-pay position in
9 both, in both the mediation and in, you know, our settlement
10 discussions and if Zampella has a no-pay position, there is no
11 point in going to mediation because Cottonwood is, you know,
12 bankruptcy and I don't know what Coindado has, but Zampella is
13 really the person with any money.

14 THE COURT: Mr. Luckman, I'm not going to ask you if
15 you have a no-pay position. Were you the one who represented
16 Zampella the Appellate Division mediation?

17 GERARD LUCKMAN: No Your Honor. I was not- we were not
18 counsel of record and I don't believe Ms. Vatrengo was
19 counseled on record at that time either. You know, we wouldn't
20 have recommended mediation if we didn't think that it would be
21 a way to move this along. So I, you know, what others have
22 done- I mean circumstances have changed here. We have a
23 trustee, we have a Cottonwood that is a Chapter VII debtor. A
24 lot of circumstances have changed, so people can't count on old
25 positions or old issues. So I heard the mediation and I think

1 that's the best way to economically resolve the issues that are
2 facing everyone. Whether it's- whatever it is, yeah.

3 (CROSSTALK)

4 THE COURT: Don't interrupt each other. Wait for each
5 other to be finished speaking and then say your name. You don't
6 have to say who you represent, that's something- we have that
7 or maybe in this case it would make sense to say who you
8 represent to make sure we have it clearly. Don't interrupt each
9 other. Go ahead.

10 BRADLEY NASH: Yes, thank you Your Honor. This is
11 Bradley Nash, counsel for Jason Penner. I understand the
12 instinct to try to resolve things in mediation, but I echo the
13 concerns that Mr. Sherman's counsel raised given the history
14 here of attempted mediations that went nowhere. We also,
15 although we didn't have a mediation, we tried to engage in
16 settlement discussions even before our action was commenced in
17 State Court and really got no significant response or really
18 any response to those overtures and we are very concerned given
19 all the time that has passed that this is really just a delay
20 tactic that isn't going to go anywhere. If the case is going to
21 go through mediation-

22 THE COURT: You can take my- you can take my word for
23 it, I'm not doing it as a delay factor.

24 BRADLEY NASH: Oh, I- you certainly are not, of
25 course. No, I certainly don't think Your Honor would do that,

1 obviously not. But on the other hand, for mediation to be
2 successful, all the parties have to participate in good faith
3 and we believe very strongly that the only way that mediation
4 is going to progress meaningfully is if there are deadlines set
5 in the case and the mediation proceeds in parallel with
6 discovery. So what we would ask we are here on an essentially
7 initial conference in my case that we have- if it is going to
8 be sent to mediation that there also be a schedule for
9 discovery to proceed.

10 THE COURT: It's different- it's different now that
11 there is a bankruptcy. I am not going to do that. So, I believe
12 that if people are spending money on discovery, I believe that
13 reduces their incentive to get to a settlement because spending
14 the- the idea of a settlement is rather than pay the lawyers,
15 it can for something towards a settlement. Plus I have got a
16 Trustee in this case now involved in many of the matters and
17 who has no money in the estate yet. And what I said last time
18 is, is that that I would take all the parties and divide the
19 cost of the mediation by all of them, not including the
20 trustee. But once the trustee has assets in the estate,
21 assuming the trustee gets assets in the estate then the trustee
22 would pay- would- the divisor would be another person, whatever
23 that mathematical word is, and we would then have the trustee-
24 the estate pay a part of it, but I can't have the trustee
25 paying before. So this is- this is- this becomes a different

1 thing and I just don't understand how proceeding in all these
2 different courts- again, we don't have- we don't have Taylor
3 and it doesn't- it seems to be that proceeding in different
4 adversary proceedings, we have the potential for conflicting
5 situations. It just doesn't make any sense to me and it makes
6 all the sense in the world as far as I can see. I am not
7 talking about doing this for months and months. I am talking
8 about seeing if- to get an experienced mediator here, if we
9 could, you know, get every, you know, get everybody to figure
10 this out because I am assuming that while you say it's- I'm
11 just going to guess with this, that while you all say that
12 Zampella is the one with the money, so I- would it be fair to
13 say that Zampella's assets may not exceed what all of you are
14 seeking? I don't know. Maybe they are, maybe they don't. But it
15 seems to me that- and again Mr.- so we have a trustee now, it's
16 a different situation. Mr. Luckman is somebody who appears all
17 the time in my court and I have never seen a reluctance by him
18 not to settle a case if it could be settled. And so this is- I
19 think we are dealing with a different situation here. Whether
20 or not counsel for Mr. Taylor who is really the only one whose
21 litigation I don't currently have would- would- to the debtor
22 in that case whether or not we would want to speak to the State
23 Court Judge. You have- you have other- you have other
24 defendants. There are Russo and Basmaji. So I don't have
25 jurisdiction over them, correct Mr. Nosek?

1 ROBERT NOSEK: Robert Nosek for the trustee. Mr.
2 Basmaji I believe filed the proof of claim, but I don't- I
3 haven't looked at it, so I don't know if that gives a nexus
4 between what he filed as against Cottonwood and what Mr. Taylor
5 is alleging against him in their action.

6 THE COURT: Okay. I mean they could come in
7 voluntarily and who is Chad Russo?

8 (CROSSTALK)

9 FEMALE VOICE: Judge?

10 ALEXANDER BANZHAF: Your Honor this is Alex Banzhaf.

11 THE COURT: Yes? Wait. Stop, stop, stop.

12 FEMALE VOICE: I just wanted to say that the proof of
13 claim by Mr. Basmaji says that the basis of the claim is an
14 indemnification agreement between himself and the debtor
15 effective November 27, 2016.

16 THE COURT: Okay, got it. So that would be part and
17 parcel of the whole situation, it seems to me if it's
18 indemnification. And who wanted to tell me about Chad Russo?

19 ALEXANDER BANZHAF: Your Honor, Alex Banzhaf for
20 Robert Taylor. Chad Russo is another defendant that was not
21 served and is not participating in the case for that reason.

22 THE COURT: Oh, okay. Alright. And what about Basmaji?

23 ALEXANDER BANZHAF: Mr. Basmaji is proceeding pro se
24 in the State Court litigation. I'm not familiar with what his
25 proof of claim has to do with respect to my client's case. It

1 may be a separate obligation that he is seeking to impose upon
2 the debtor. I just don't know what he is bringing up.

3 THE COURT: Okay, alright. And again, counsel for Mr.
4 Taylor, you could decide- as I said in mediation you can decide
5 if you want to advise the State Court- what stage is that
6 action at by the way?

7 MALE VOICE: We were basically-

8 THE COURT: Say your name. Say your same.

9 ALEXANDER BANZHAF: Alex Banzhaf. Alex Banzhaf for
10 Robert Taylor. We were scheduling depositions when former
11 counsel for the defendants in my case withdrew, and shortly
12 thereafter the matter was moved to the District Court.

13 THE COURT: Okay, so it's early.

14 ALEXANDER BANZHAF: Well we have been through a lot of
15 written discovery, but however you want to frame that, that's
16 where we are.

17 THE COURT: Alright, okay. Again you could- I can't-
18 you can decide what you're going to do there, but I can
19 certainly have you come in and have mediation here. So I had
20 asked last time if folks wanted to think about some mediators.
21 I took a look at the list. I didn't just look at the Eastern
22 District list, I also looked at the Southern District list.
23 There is actually only one of the names that I came up with
24 that's only on the Southern District list, I believe. But- and
25 again, I have got- I came up with a list. Actually I had five

1 names, but I took one off. So I came up with a list of four
2 names to throw out to you if you don't have any names for me.
3 Do you have- does anybody have a name for me today that you all
4 might agree on?

5 (CROSSTALK)

6 MALE VOICE: I don't know. I don't think the parties
7 have discussed mediation- mediator candidates, but I would
8 venture to guess that everyone on this, well at least the
9 bankruptcy attorneys on this call, are all aware of who is in
10 the mediation pool and probably has- and I know that we
11 actually have an understanding and respect for a lot of the
12 candidates that are on the panel and we probably could reach an
13 agreement on someone. Also curious to see who Your Honor may
14 have picked.

15 THE COURT: I- I took four names. What I tried to do
16 is stay away from attorneys who represent trustees or are
17 trustees.

18 MALE VOICE: I think that was probably a good choice.

19 THE COURT: Only because you know trustees, you know,
20 sometimes have a lot of sympathy for other trustees. But I
21 don't blame them. I would want the trustee. Okay, so here are
22 the names that I came up with. I have- I haven't reached out to
23 anybody. Take them down. And again, if you all come up with
24 somebody else, that's fine. I just sort of took a look to see
25 who is- who has a lot of experience who might be good choices.

1 So- and if I am wrong and some of these do represent trustees
2 you can decide. Again, I don't know- it might be far enough
3 removed because I don't see them frequently in that role.
4 Alright, first- and these are in no particular order. We just
5 had a very successful mediation done by somebody who did it pro
6 bono. That would not be the case here. This is going to be a
7 paid mediation. So one name I have is Eric Haber. Write that
8 name down. You can then go on to look at their bios. Eric
9 Haber, Tom Slome, S L O M E, Tom Slome. Mark Silvershuck, he is
10 only on the Southern District but he might be a good choice,
11 Mark Silvershuck and Ira Herman. Those are the names I came up
12 with who I thought were the most steps removed from any
13 trustees or attorneys for trustees or did attorney for trustee
14 work. And if you- again, if you all could come up with another
15 name, that would be fine.

16 GERARD LUCKMAN: Your Honor, Gerard Luckman. I have
17 also had successful mediations with Sean Southard. I think he
18 is on the Southern and Eastern.

19 THE COURT: What's the name? what's the name?

20 GERARD LUCKMAN: Sean Southard. Sean Southard.

21 THE COURT: I don't know him. Okay.

22 GERARD LUCKMAN: Okay, yeah, he is at Klestadt
23 Winters.

24 THE COURT: Well, I wouldn't- Klestadt Winters does a
25 lot of trustee work.

1 GERARD LUCKMAN: Okay.

2 JENNIFER ROSSAN: Your Honor, this is Jennifer Rossan
3 for Adam Sherman. If we are talking about mediation and it
4 sounds like you are ordering us to go, I have two requests.
5 Number one is that if we do it on some kind of expedite basis
6 or fashion, our case is trial ready and nothing has happened in
7 it, even though all depositions, discovery everything is
8 closed, we are about to file a notice- a note of issue and
9 nothing has happened for nine months since we were, you know,
10 involuntarily removed to bankruptcy court. And I would also ask
11 that Mr. Zampella pay for the mediation. My client doesn't have
12 the money to pay for it. I can't speak for Mr. Penner or
13 anybody else who is participating, but Mr. Zampella is the one
14 in essence who removed all of these cases. We are all now in
15 bankruptcy court getting ordered to go to mediation after-

16 THE COURT: Is your client paying you?

17 JENNIFER ROSSAN: I don't- I don't think I really have
18 to answer that.

19 THE COURT: Well, okay. If this is all going to be
20 divided, we have so many people here, I don't think it is going
21 amount to that much money. And certainly it is going to cost
22 less than them paying you to try this case before me or in
23 State Court. So, I probably would- probably well spent. I know
24 litigators likes to litigate and I don't send every case to
25 mediation in the first incidence. I don't do that. I think this

1 is a case that should go to mediation. So you can be unhappy
2 about it, but yes I am sending you to mediation. What I am not
3 doing is directing- I don't want to choose your mediator.
4 That's why I gave you a list of four and the only reason I-
5 again, I rejected Klestadt is I believe that they do- again,
6 that they do some trustee work, so.

7 JENNIFER ROSSAN: Okay.

8 THE COURT: I don't- I don't have anything against
9 trustees or trustee work, I just don't want anyone to think
10 that because of Mr. Nosek or Mr. McCord that there is any bias
11 towards them in the case. So I was just trying to steer clear of
12 that, not that there would be. I think we have wonderful trustees
13 and wonderful attorneys to trustees. So- but it just seems to me-
14 so I gave you these names, Ira Herman, Eric Haber, Tom Slome,
15 Mark Silvershuck, any of those or anybody you come up with. I
16 am going to give you a short adjournment. You all can have a
17 Zoom after you have looked at the list and you also don't have
18 to choose somebody from the list. I some- I mean, just the ones
19 who are on the list are vetted. I know that they have got
20 experience doing mediation. And again, so I did suggest that.
21 There was another name on there, also I think only in the
22 Southern District. Hang on just a minute while I find it. Well
23 you guys- you gentleman can look and ladies can look. I did
24 have another one but I don't know why I didn't write it down.
25 There must have been a reason. Harvey Griffith. Harvey Griffith

1 is also on the list of somebody who has got a lot of bankruptcy
2 experience. Again, some of these folks may be less expensive
3 than others. I don't know that. That's something I also don't
4 know. I don't get involved in that. So, I will require- I will
5 require a retainer that everyone will have to, you know, give a
6 piece of except for the trustee who will then have to put it in
7 later if there is an estate. And so that's- that's something.
8 It may be Mr. Luckman- here is what I am thinking Mr. Luckman.
9 Your client is in a lot of these, correct?

10 GERARD LUCKMAN: That's correct Your Honor.

11 THE COURT: Maybe it should not be divided equally.
12 Maybe we should not do that. Maybe we should have you taking
13 two pieces of it and then to the extent that there is an
14 estate, we will figure out whether or not any of that gets
15 reimbursed from the trustee estate. It seems to me that you
16 should take a bigger piece of this and maybe that's two- two
17 quadrants. I am saying quadrants because it's four. I am trying
18 to think of how many people I have got here. I have to figure
19 this out. I have got- I have got- so I have got Taylor, I have
20 got Penner, I have got-

21 JENNIFER ROSSAN: Your favorite, Sherman.

22 (LAUGHTER)

23 JENNIFER ROSSAN: Ha-ha, just kidding.

24 THE COURT: Sherman, Taylor, Penner, the debtor, and
25 Zampella. Do I have more than that?

1 JENNIFER ROSSAN: In terms of parties? This is
2 Jennifer Rossan for Adam Sherman. There is also- well in our
3 adversart proceeding Coindado is also a defendant.

4 THE COURT: Okay. And who has been representing
5 Coindado?

6 JENNIFER ROSSAN: I don't know.

7 (CROSSTALK)

8 THE COURT: Who do you represent?

9 FEMALE VOICE: Coindado in addition to Aniello
10 Zampella.

11 THE COURT: Oh, okay. So Coindado is separate. Okay
12 good, okay. So Taylor, Penner, Sherman, Coindado, Zampella.

13 FEMALE VOICE: Judge, should you include Secure Card
14 Management?

15 THE COURT: And Secure Card Management. One, two,
16 three, four, five, six. So that's in seven and I think that-

17 ALEXANDER BANZHAF: Your Honor. Alex Banzhaf. There is
18 also Mr. Basmaji in my case in State Court.

19 THE COURT: Yeah, but you said he is pro se, right?

20 ALEXANDER BANZHAF: He is and he also filed a proof of
21 claim.

22 THE COURT: Okay, alright. Alright I will send them.
23 Well I need to have them before me. Again I don't know if he
24 has any wherewithal to pay any money. He is not paying a lawyer
25 so it's going to be a little bit different. But here is the

1 concept. Okay you can reach out. The concept is that we divide
2 all this by all these numbers, but that Zampella takes the
3 debtor's piece. So that would be one less- so that's how we
4 will divide it. Everyone takes a seventh, and Zampella, Mr.
5 Luckman and your co-counsel you take two-sevenths. So you
6 follow? That's what I'm thinking. And it's not going to be that
7 much money with so many people, although there will be a lot of
8 time involved to do this globally. I am going to give a short
9 adjournment and then you're going to come back and give me a
10 name. And if you don't want the cost of sitting through another
11 hearing, then come up with a name, let Ms. Howard know, and
12 I'll just do a mediation order. I do an order. The stip has to
13 go out to be signed by everybody. It's the rules of the road.
14 Obviously it orders everybody- requires everybody to act in
15 good faith, to have their clients, to have settlement
16 authority, all that stuff. And as I said, there'll be a
17 retainer because we're not going to- we have had too many times
18 when mediators have been burned and us judges have had to chase
19 folks and it's the least pleasant thing to do. Okay. Next week-
20 oh, next week- oh, we start on WebEx. Oh, that's another reason
21 you don't want to try this case. We're going to WebEx.

22 JENNIFER ROSSAN: Well- Your Honor, this is Jennifer
23 Rossan for Adam Sherman.

24 THE COURT: Yeah.

25 JENNIFER ROSSAN: Wait, I'm hearing an echo. Is

1 somebody on speaker or something? Okay. Along those lines, we
2 do have a pending motion for-

3 THE COURT: I am suspending proceedings pending a
4 resolution of mediation.

5 JENNIFER ROSSAN: Okay. Well, okay. I was going to
6 ask you for a trial date, but if you're- so you'll decide my
7 pending motion after the mediation? Is that what you're- am I
8 understanding correctly?

9 THE COURT: I'm- you're assuming I would have to
10 decide your pending- you're assuming- I would have to decide
11 your motion after mediation because you're assuming it won't
12 mediate to a conclusion.

13 JENNIFER ROSSAN: Well- Jennifer Rossan for Adam
14 Sherman. Only based on my past two experiences trying to
15 resolve my matter. But assuming arguendo, mediation is not
16 successful, my motion- you'll decide my motion?

17 THE COURT: Could be.

18 JENNIFER ROSSAN: Okay. Well in the alternative, can
19 I have a- if we have a trial date, that would, of course, make
20 mediation more likely to be successful because something would
21 really be at stake for Mr. Zampella.

22 THE COURT: I don't have a trial date for you today.

23 JENNIFER ROSSAN: Okay.

24 THE COURT: Okay? Okay. Alright, but you can come
25 back next week, the 16th. I need a time Ms. Howard. And you can

1 tell me whom you've all chosen and you should all come to an
2 agreement. And if you need another week, you can come back the
3 following week, on the 23rd. You can tell me which is a better
4 day- date to come back.

5 JENNIFER ROSSAN: The 16th is better.

6 THE COURT: Ms. Howard?

7 MS. HOWARD: Yes, Judge. Let's do 11:45 on the 16th.

8 THE COURT: May 16th at 11:45. Okay. And again, I
9 would suggest- strongly suggest you all get on a Zoom or a
10 WebEx or whatever you folks are using, after you talk to your
11 clients, look up these bios, choose any of these or anybody
12 else you can all agree on.

13 MALE VOICE: Thank you, Your Honor.

14 THE COURT: Again, I tried to stay away from the big
15 firms because I assume the big firms we're talking about, you
16 know, bigger fees, so. But I don't know what these folks
17 charge. You may want to look into that, okay. And then when you
18 come up with- actually, you probably should come up with two.
19 And I say that because they then have to do a conflict check
20 and very often I come up with one, and I, you know, I drop a
21 dime and say do a conflict check and there's a problem. So,
22 you might want to come up with two for backup. Okay, everybody,
23 thank you.

24 ROBERT NOSEK: Your Honor, Robert Nosek for the
25 Trustee. There's actually one other matter on your calendar in

1 the main case.

2 THE COURT: Oh, yeah. Sorry about that.

3 ROBERT NOSEK: And I thank Mr. Richlin for his
4 patience in listening to all of us on our other matter.

5 THE COURT: Sorry about that. I should have done it
6 first. One second. Okay. It got stuck in the middle. Okay.
7 Okay. This is a contested motion by the Trustee seeking a rule
8 2004 discovery from Digital Ocean LLC. The motion was
9 originally scheduled for presentment and then a digital
10 objection filed in objection through the Trustee's motion. I
11 don't know- the objection was only served by ECS. Folks, you
12 need to- when you file something, even if a person is part of
13 the ECS and therefore is consenting to service, that way it's
14 not full service, you need to print the receipt and then send
15 the receipt and the papers via email. The Trustee is seeking an
16 order authorizing a responsible person/party of Digital Ocean
17 LLC, obviously somebody with information, to appear to produce
18 documents and be examined at a deposition pursuant to rule 2004
19 and authorize the service of the subpoena by overnight mail to
20 Digital Ocean and service of process agent at least 14 days
21 prior to the examination date. Debtor schedule AB lists the
22 cause of action to be commenced against Digital Ocean to
23 recover 91.5344951 of Bitcoin stolen from the debtor, which was
24 valued at \$5.7 million at the time of the loss. Debtor's
25 principal, Mr. Zampella testified at the 341 meeting about the

1 hacking incident with Digital Ocean that occurred in October
2 2021. The Trustee would like to conduct an examination and
3 request documentation from Digital Ocean to fully investigate
4 the financial affairs of the debtor. Next to the motion is
5 Exhibit D, documentation sought by the Trustee. Digital
6 objection states and notes that it and the Trustee are engaging
7 in good faith negotiations to consensually resolve this
8 objection. Well that's good to hear. And this objection is
9 filed to preserve any and all rights to Digital Ocean with
10 respect to the application. The application does not allege
11 that Digital Ocean perpetrated the step and the request to
12 discovery is improper under rule 2004 of the federal rules of
13 civil procedure. There, I don't agree with you. It is very
14 broad, 2004, and if this is listed as a potential asset, 2004
15 allows the Trustee to go on a fishing expedition in order to
16 determine the full scope of assets and liabilities and the
17 financial condition of the debtor. And you say, although
18 discovery under the rule can be brought in appropriate
19 circumstances, the Trustee lacks sufficient grounds for the
20 discovery. So hearing you say that the Trustee has not and
21 cannot satisfy its burden to establish a good cause exists to
22 overcome the objection, I don't- that doesn't tell me anything,
23 or establish that the request would result in targeted
24 discovery that is not overboard or unduly burdensome, that also
25 doesn't tell me anything, to seek a broad array of information

1 of documents covering a time period that substantially predates
2 and postdates the alleged hacking incident. Additionally, I
3 request to review emails, reports, and correspondence regarding
4 the alleged incident, which may include privileged attorney
5 client or attorney work. Well, the way you deal with that is,
6 of course, if you produce a, you know, a client- and a log, a
7 privileged log or an attorney work product log, production is
8 also to occur in a compressed period of time. So that is no
9 basis for denying a rule 2004. But we can talk about- the
10 requests are broad in that they request "any and all documents
11 and communications relating to a litany of topics that would
12 encompass a substantial number of documents and
13 communications." For example, the application requests among
14 other things, copies of an old document relating to the hacking
15 incident that occurred at Digital that involved the debtor and
16 its wallet. Well, I don't think that's too broad, including
17 but not limited to emails, reports, and correspondence. I don't
18 think that's too broad. Again, and then you can figure out the
19 confidentiality stuff. I actually don't think it's too broad.

20 ROBERT NOSEK: Your honor, Robert Nosek.

21 THE COURT: Go ahead.

22 ROBERT NOSEK: I'm sorry, I didn't want to interrupt
23 you, you were on a roll. I'm actually happy to report your
24 Honor that, and follow up to the very first statement that you
25 made the first sentence of the Digital Ocean's objection, it is

1 no longer a contested matter. We have worked it out as far as
2 the language on-

3 THE COURT: Why didn't you- you worked out the 2004
4 or you settled the case?

5 ROBERT NOSEK: No, no. I wish I settled the case.
6 No, we worked out the 2004 order your Honor. We've actually,
7 Mr. Richlin and I have actually had a very good working
8 relationship since he's come into the case. We've had several
9 conversations and extensive emails going back and forth to
10 really, you know, button down on what the Trustee is really
11 looking for. And so we we've revised the exhibit A and added a
12 couple of small provisions to the order and we've actually
13 uploaded that and we are jointly submitting.

14 THE COURT: In the future, I would ask you to-

15 ROBERT NOSEK: Tell you upfront?

16 THE COURT: Yeah. Well no, let us know before the
17 hearing. A lot of work depends on that.

18 ROBERT NOSEK: Oh you mean you-

19 THE COURT: I could have read for another ten minutes.

20 ROBERT NOSEK: Your Honor, my apologies to you and
21 chambers. We actually only finalized the order a couple of
22 hours ago this morning. We apologize.

23 THE COURT: Alright, okay, alright. So that's- I am
24 going to mark this settled and you are going to upload the
25 order.

1 ROBERT NOSEK: It's already uploaded.

2 THE COURT: Alright. So I will still see you next
3 week, and thank you.

4 ROBERT NOSEK: Thank you, your Honor.

5 THE COURT: Thanks everybody.

6

7 * * *

8 **CERTIFICATION**

9 I, Catherine Aldrich, certify that the foregoing is a correct
10 transcript from the electronic sound recordings of the
11 proceedings in the above-entitled matter.

12

13 

14 _____ May 13, 2024

15 Catherine Aldrich

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A			
<p>AB - 27:21 About - 6:23, 7:4, 7:6, 9:6, 10:22, 10:24, 11:24, 15:7, 15:8, 16:18, 16:22, 17:20, 20:3, 20:8, 21:2, 26:15, 27:2, 27:5, 27:25, 29:9 Above - 31:11 According - 12:1 Act - 24:14 Action - 7:17, 8:15, 8:16, 9:5, 9:8, 9:12, 13:16, 16:5, 17:6, 27:22 ACTIONS - 1:33, 1:44, 2:7, 7:3 Actually - 4:11, 8:23, 10:18, 10:22, 11:12, 17:23, 17:25, 18:11, 26:18, 26:25, 29:19, 29:23, 30:6, 30:7, 30:12, 30:21 ADAM - 1:30, 1:36, 3:2, 4:10, 7:17, 11:22, 20:3, 23:2, 24:23, 25:13 Added - 30:11 Addition - 23:9 Additionally - 29:2 ADJ - 1:30, 1:34 Adjournment - 21:16, 24:9 Adler - 2:12, 4:2 Adversart - 23:3 Adversary - 4:8, 4:11, 4:18, 5:11, 7:4, 15:4 Advise - 17:5 Advisory - 9:12 Affairs - 28:4 AFFIDAVIT - 1:26 Affirmative - 11:12 After - 5:6, 5:17, 20:15, 21:17, 25:7, 25:11, 26:10 Afternoon - 4:1, 4:6, 4:9, 4:13, 4:17, 4:20, 4:24, 6:13 Again - 5:4, 5:18, 7:12, 8:20, 9:4, 11:14, 15:2, 15:15, 17:3, 17:17, 17:25, 18:23, 19:2, 19:14, 21:5, 21:20, 22:2, 23:23, 26:8, 26:14, 29:18 Against - 7:20, 7:23, 7:25, 8:3, 8:5, 8:6, 8:17, 8:18, 8:25, 9:2, 9:3, 9:4, 9:5, 9:9, 16:4, 16:5, 21:8,</p>	<p>27:22 Agent - 27:20 Ago - 10:21, 10:22, 30:22 Agree - 18:4, 26:12, 28:13 Agreement - 16:14, 18:13, 26:2 Ahead - 13:9, 29:21 AL - 1:28, 1:39, 2:2 ALDRICH - 3:5, 31:9, 31:15 Alex - 5:5, 5:6, 6:14, 16:10, 16:19, 17:9, 23:17 ALEXANDER - 2:35, 4:20, 4:21, 5:5, 16:10, 16:19, 16:23, 17:9, 17:14, 23:17, 23:20 All - 6:23, 9:14, 10:11, 13:19, 14:2, 14:18, 14:19, 15:1, 15:6, 15:11, 15:13, 15:16, 18:3, 18:9, 18:23, 19:14, 20:7, 20:14, 20:19, 21:16, 24:2, 24:16, 26:1, 26:9, 26:12, 27:4, 28:9, 29:10 Allegation - 9:21, 9:22 Allege - 28:10 Alleged - 9:20, 29:2, 29:4 Alleging - 16:5 Allows - 28:15 Along - 12:21, 25:1 Already - 31:1 Alright - 5:19, 11:3, 16:22, 17:3, 17:17, 19:4, 23:22, 25:24, 30:23, 31:2 Also - 4:15, 5:11, 11:8, 12:2, 12:4, 12:5, 12:8, 13:14, 14:8, 17:22, 18:13, 19:17, 20:10, 21:17, 21:21, 22:1, 22:3, 23:2, 23:3, 23:18, 23:20, 28:24, 29:8 Alternative - 25:18 Although - 13:15, 24:7, 28:17 Am - 9:14, 10:4, 10:16, 14:11, 15:6, 15:7, 15:10, 19:1, 21:2, 21:16, 22:8, 22:17, 24:8, 25:3, 25:7, 30:23 Americas - 2:41 Among - 29:13 AMOUNT - 1:32, 1:43, 2:6, 9:1, 9:21, 20:21 AMY - 1:36, 3:1</p>	<p>AN - 1:19, 5:13, 5:24, 6:7, 7:10, 8:13, 8:16, 9:1, 9:12, 9:20, 9:22, 11:12, 14:6, 15:8, 16:13, 18:11, 18:12, 22:7, 22:13, 24:12, 24:25, 26:1, 27:15, 28:2, 29:7, 29:14 ANIELLO - 1:31, 1:42, 1:43, 2:5, 2:6, 2:29, 4:14, 4:15, 7:19, 7:21, 7:25, 8:4, 23:9 Another - 14:22, 16:20, 19:14, 21:21, 21:24, 24:10, 24:20, 26:2, 30:19 Answer - 20:18 ANY - 1:22, 8:25, 12:13, 13:18, 15:5, 18:2, 19:12, 21:10, 21:15, 22:14, 23:24, 26:11, 28:9, 29:10 Anybody - 6:1, 18:3, 18:23, 20:13, 21:15, 26:11 Anyone - 6:2, 21:9 Anything - 7:13, 7:15, 10:19, 21:8, 28:22, 28:25 Anywhere - 13:20 Ap - 1:9, 1:10, 1:11, 1:27, 1:38, 2:2 Apologies - 30:20 Apologize - 30:22 Appear - 27:17 Appearance - 5:13, 5:24, 6:7 Appearances - 5:25, 6:8 Appearing - 5:17 Appears - 9:19, 15:16 Appellate - 11:1, 11:24, 12:16 APPLICATION - 1:18, 1:25, 28:10, 29:13 Appropriate - 28:18 APRIL - 1:22 Are - 8:17, 9:19, 9:21, 9:23, 11:9, 11:18, 13:1, 13:18, 13:24, 14:4, 14:6, 14:12, 15:13, 15:14, 15:19, 15:24, 17:16, 18:9, 18:12, 18:16, 18:21, 19:4, 19:11, 20:3, 20:4, 20:8, 20:14, 21:19, 26:10, 28:6, 29:10, 30:13, 30:24 Arguendo - 25:15 Arguing - 9:24 Array - 28:25 As - 4:4, 5:14, 6:25, 7:1,</p>	<p>7:2, 7:20, 8:9, 8:23, 10:12, 13:23, 15:6, 16:4, 17:4, 24:16, 28:14, 30:1 Asis - 7:2 Ask - 7:13, 12:14, 14:6, 20:10, 25:6, 30:14 Asked - 5:16, 5:17, 17:20 Asset - 28:14 Assets - 7:24, 14:20, 14:21, 15:13, 28:16 Associated - 7:24 Assume - 26:15 Assuming - 14:21, 15:10, 25:9, 25:10, 25:11, 25:15 AT - 1:21, 1:22, 5:9, 5:14, 6:5, 9:8, 10:25, 12:19, 16:3, 17:6, 17:21, 17:22, 18:8, 19:8, 19:22, 21:17, 25:21, 26:8, 27:18, 27:20, 27:24, 27:25, 29:15 ATTACHMENTS - 1:24 Attempted - 13:14 Attempting - 10:25 Attorney - 2:11, 2:28, 2:32, 2:35, 2:39, 3:1, 10:4, 19:13, 29:4, 29:5, 29:7 Attorneys - 2:16, 18:9, 18:16, 19:13, 21:13 Authority - 24:16 Authorize - 27:19 AUTHORIZING - 1:19, 27:16 AUTOMATIC - 1:35 Ave - 2:13 Avenue - 2:37, 2:41, 3:3 Aware - 18:9 Away - 18:16, 26:14</p>
			B
			<p>Back - 24:9, 25:25, 26:2, 26:4, 30:9 Backup - 26:22 Balin - 2:12, 4:2 BANKRUPTCY - 1:1, 1:20, 1:34, 1:45, 2:9, 12:12, 14:11, 18:9, 20:10, 20:15, 22:1 BANZHAF - 2:35, 4:20, 4:21, 5:5, 5:6, 6:15, 16:10, 16:19, 16:23, 17:9, 17:14, 23:17, 23:20 Based - 11:8, 25:14 Basically - 17:7 Basis - 7:1, 16:13, 20:5,</p>

<p>29:9 Basmaji - 9:4, 15:24, 16:2, 16:13, 16:22, 16:23, 23:18 BE - 1:21, 1:22, 1:24, 7:7, 7:8, 7:10, 8:21, 9:17, 9:19, 10:15, 11:9, 11:16, 12:20, 13:5, 14:1, 14:8, 14:22, 15:3, 15:12, 15:18, 16:16, 17:1, 18:25, 19:2, 19:6, 19:10, 19:15, 20:19, 21:1, 21:12, 22:2, 22:8, 22:11, 23:25, 24:3, 24:6, 24:7, 24:13, 24:16, 25:17, 25:20, 25:21, 27:18, 27:22, 28:18 Because - 5:25, 6:24, 7:5, 11:10, 11:18, 12:8, 12:11, 14:13, 15:10, 18:19, 19:3, 21:10, 22:17, 24:17, 25:11, 25:20, 26:15, 26:19 Becomes - 14:25 BEEN - 1:33, 1:44, 2:8, 5:16, 7:16, 17:14, 21:25, 23:4, 24:18 BEFORE - 2:10, 7:3, 7:12, 7:14, 11:5, 13:16, 14:25, 20:22, 23:23, 30:16 Began - 7:20 BEHALF - 1:23, 1:36, 1:41, 2:6, 4:3, 4:18, 4:21, 7:18, 7:23, 7:24, 8:1, 8:2, 8:4, 8:18, 9:2, 9:9 Believe - 5:15, 5:16, 6:14, 12:18, 14:3, 14:11, 14:12, 16:2, 17:24, 21:5 Bellmore - 3:8 Best - 13:1 Better - 26:3, 26:5 Between - 16:4, 16:14 Bias - 21:10 Big - 7:11, 26:14, 26:15 Bigger - 22:16, 26:16 Bios - 19:8, 26:11 Bit - 23:25 Bitcoin - 7:25, 27:23 Blame - 18:21 Bldv - 2:30 Bono - 19:6 Both - 7:17, 9:20, 10:18, 12:9 Boulevard - 2:25 BRADLEY - 2:16, 4:6, 13:10, 13:11, 13:24</p>	<p>Breach - 7:21, 8:3, 9:4, 9:13, 11:12 Bring - 7:15 Bringing - 17:2 Broad - 28:14, 28:25, 29:10, 29:16, 29:18, 29:19 Brooklyn - 1:4 BROUGHT - 1:33, 1:44, 2:8, 28:18 Burden - 28:21 Burdensome - 28:24 Burned - 24:18 But - 6:19, 6:23, 8:24, 9:13, 9:20, 10:1, 10:12, 10:14, 10:17, 10:21, 11:2, 11:20, 12:6, 12:12, 13:12, 14:1, 14:20, 14:24, 15:14, 16:2, 17:15, 17:18, 17:24, 18:1, 18:7, 18:20, 19:10, 20:13, 21:2, 21:13, 21:24, 23:19, 23:25, 24:2, 25:6, 25:15, 25:24, 26:16, 29:9, 29:17 Button - 30:10 Buyout - 8:8 BY - 1:23, 1:32, 1:35, 1:42, 3:9, 3:10, 6:14, 14:19, 15:17, 16:13, 17:6, 19:5, 24:2, 24:13, 27:7, 27:11, 27:19, 28:5</p> <div style="border: 1px solid black; text-align: center; padding: 2px;">C</div> <p>Calendar - 1:13, 8:11, 8:23, 8:24, 26:25 Call - 18:9 Came - 17:23, 17:25, 18:1, 18:22, 19:11 Can - 6:25, 7:9, 10:12, 13:22, 14:15, 15:6, 17:4, 17:18, 19:2, 19:8, 21:1, 21:16, 21:23, 24:1, 25:18, 25:24, 25:25, 26:2, 26:3, 26:12, 28:18, 29:9, 29:18 Candidates - 18:7, 18:12 Cannot - 28:21 Can't - 12:24, 14:24, 17:17, 20:12 CARD - 2:2, 2:4, 2:33, 4:18, 4:19, 7:4, 9:11, 10:5, 11:10, 11:22, 11:25, 12:2, 12:4, 23:13, 23:15 Case - 4:3, 5:1, 5:10, 5:22, 6:1, 6:11, 9:6, 10:24, 11:25, 12:5, 13:7, 13:20,</p>	<p>14:5, 14:7, 14:16, 15:18, 15:22, 16:21, 16:25, 17:11, 19:6, 20:6, 20:22, 20:24, 21:1, 21:11, 23:18, 24:21, 27:1, 30:4, 30:5, 30:8 Cases - 20:14 CATHERINE - 3:5, 31:9, 31:15 Cause - 27:22, 28:21 Central - 2:18 Certain - 9:21 Certainly - 9:24, 11:17, 13:24, 13:25, 17:19, 20:21 CERTIFICATION - 31:8 Certify - 31:9 Certilman - 2:12, 4:2 Chad - 9:3, 16:7, 16:18, 16:20 Chambers - 30:21 Changed - 12:22, 12:24 Chapter - 2:11, 4:3, 12:23 Charge - 26:17 Chase - 24:18 Check - 26:19, 26:21 Choice - 18:18, 19:10 Choices - 18:25 Choose - 21:3, 21:18, 26:11 Chosen - 26:1 Circumstances - 12:22, 12:24, 28:19 Civil - 28:13 Claim - 6:10, 6:19, 7:1, 8:16, 8:22, 8:25, 9:7, 9:12, 16:2, 16:13, 16:25, 23:21 Claims - 8:18 Clarify - 11:22 Clear - 21:11 Clearly - 10:18, 13:8 Cleveland - 3:7 Client - 20:11, 20:16, 22:9, 29:5, 29:6 Clients - 24:15, 26:11 Client's - 16:25 Closed - 20:8 Co - 5:10, 24:5 COINDADO - 1:31, 1:42, 7:19, 9:10, 12:12, 23:3, 23:5, 23:9, 23:11, 23:12 Colloquy - 11:8 Come - 10:18, 16:6, 17:19, 18:23, 19:14, 21:15, 24:9, 24:11, 25:24,</p>	<p>26:1, 26:2, 26:4, 26:18, 26:20, 26:22, 30:8 Commenced - 13:16, 27:22 Comment - 7:14 Common - 8:7 Communications - 29:11, 29:13 Complaint - 7:17, 9:17 Completely - 11:25 Compressed - 29:8 Compulsory - 8:8 Concept - 24:1 Concerned - 13:18 Concerns - 13:13 Conclusion - 25:12 Condition - 28:17 Conduct - 28:2 CONFERENCE - 1:30, 1:40, 2:4, 14:7 Confidentiality - 29:19 Conflict - 26:19, 26:21 Conflicting - 15:4 Connecting - 8:13 Consensually - 28:7 Consenting - 27:13 Contested - 27:7, 30:1 Contract - 7:21, 9:4, 9:13, 9:19, 11:13 Conversations - 30:9 Conversion - 7:23 Coordinating - 7:10 Copies - 29:14 Correct - 6:18, 6:20, 9:14, 15:25, 22:9, 22:10, 31:9 Correction - 6:15 Correctly - 25:8 Correspondence - 29:3, 29:17 Cost - 14:19, 20:21, 24:10 COTTONWOOD - 1:6, 1:15, 1:28, 1:31, 1:32, 1:41, 1:42, 2:2, 2:5, 2:6, 4:3, 4:4, 7:16, 7:22, 7:23, 7:25, 8:1, 8:3, 8:5, 8:7, 8:8, 8:9, 12:11, 12:23, 16:4 Cottonwood's - 12:5 Could - 7:10, 15:9, 15:18, 16:6, 17:4, 17:17, 18:12, 19:14, 25:17, 30:19 Couldn't - 10:18 Counsel - 4:14, 4:15, 5:10, 5:17, 8:12, 8:21,</p>
---	--	---	--

<p>12:18, 13:11, 13:13, 15:20, 17:3, 17:11, 24:5 Counseled - 12:19 Count - 12:24 Counterclaim - 11:12 Couple - 30:12, 30:21 Course - 13:25, 25:19, 29:6 COURT - 1:1, 1:34, 1:44, 2:8, 3:5, 5:3, 5:6, 5:12, 5:18, 5:24, 6:3, 6:5, 6:8, 6:9, 6:17, 6:19, 6:22, 8:16, 10:1, 10:3, 10:6, 10:8, 10:14, 10:23, 11:3, 11:6, 12:1, 12:14, 13:4, 13:17, 13:22, 14:10, 15:17, 15:23, 16:6, 16:11, 16:16, 16:22, 16:24, 17:3, 17:5, 17:8, 17:12, 17:13, 17:17, 18:15, 18:19, 19:19, 19:21, 19:24, 20:10, 20:15, 20:16, 20:19, 20:23, 21:8, 22:11, 22:24, 23:4, 23:8, 23:11, 23:15, 23:18, 23:19, 23:22, 24:24, 25:3, 25:9, 25:17, 25:22, 25:24, 26:6, 26:8, 26:14, 27:2, 27:5, 29:21, 30:3, 30:14, 30:16, 30:19, 30:23, 31:2, 31:5 Courts - 15:2 Covering - 29:1 Creating - 10:9 Creditor - 2:16, 2:28, 2:32, 2:35, 4:10, 4:18, 4:21 CROSSTALK - 4:12, 4:23, 5:2, 5:8, 13:3, 16:8, 18:5, 23:7 Curious - 18:13 Currently - 7:2, 15:21 Curtiss - 2:25</p> <div style="border: 1px solid black; text-align: center; width: fit-content; margin: 10px auto;">D</div> <p>Damages - 7:20, 7:22, 7:24, 8:1, 8:2, 8:4, 8:6 Date - 7:15, 9:7, 25:6, 25:19, 25:22, 26:4, 27:21 Day - 10:14, 12:1, 26:4 Days - 27:20 Deadlines - 14:4 Deal - 29:5 Dealing - 15:19 Debtor - 1:7, 7:19, 8:10,</p>	<p>8:17, 8:18, 8:19, 8:25, 9:2, 9:3, 9:5, 9:9, 9:10, 9:13, 11:11, 12:23, 15:21, 16:14, 17:2, 22:24, 27:21, 27:23, 28:4, 28:17, 29:15 Debtor's - 7:18, 24:3, 27:24 Decide - 17:4, 17:18, 19:2, 25:6, 25:10, 25:16 Decision - 8:19 Deegan - 2:29, 4:14 Defendant - 4:4, 7:20, 7:23, 7:25, 8:3, 8:5, 8:7, 16:20, 23:3 Defendants - 15:24, 17:11 Delay - 13:19, 13:23 Denying - 8:14, 29:9 Depends - 30:17 Deposition - 27:18 Depositions - 17:10, 20:7 Derivative - 8:17 DERIVATIVELY - 1:41, 7:18, 7:22, 7:24, 8:1, 8:2, 8:4, 9:2 Determination - 8:20 Determine - 7:12, 28:16 Did - 7:7, 7:8, 10:17, 10:18, 11:20, 11:23, 19:5, 19:13, 21:20, 21:23 Didn't - 8:22, 11:20, 11:24, 12:20, 13:15, 17:21, 21:24, 29:22, 30:3 Different - 7:5, 9:14, 10:15, 11:19, 12:1, 14:10, 14:25, 15:2, 15:3, 15:16, 15:19, 23:25 Differentiation - 9:18 Digital - 2:40, 5:1, 5:22, 27:8, 27:9, 27:16, 27:20, 27:22, 28:1, 28:3, 28:5, 28:9, 28:11, 29:15, 29:25 DIGITALOCEAN - 1:20 Dime - 26:21 Directing - 21:3 Discovery - 14:6, 14:9, 14:12, 17:15, 20:7, 27:8, 28:12, 28:18, 28:20, 28:24 Discussed - 18:7 Discussions - 12:10, 13:16 Dissolution - 8:7, 8:8 DISTRICT - 1:2, 6:11, 6:16, 8:13, 17:12, 17:22, 17:24, 19:10, 21:22</p>	<p>Divide - 14:18, 24:1, 24:4 Divided - 20:20, 22:11 Division - 11:24, 12:16 Divisor - 14:22 Do - 5:12, 6:2, 6:25, 7:1, 7:2, 7:9, 10:17, 11:23, 12:4, 13:25, 14:11, 16:25, 17:18, 18:3, 18:15, 19:1, 20:5, 20:25, 21:5, 21:6, 22:12, 22:25, 23:8, 24:8, 24:12, 24:19, 25:2, 26:7, 26:19, 26:21 Document - 29:14 Documentation - 28:3, 28:5 DOCUMENTS - 1:19, 27:18, 29:1, 29:10, 29:12 Does - 9:18, 11:18, 18:3, 19:24, 28:10 Doesn't - 15:3, 15:5, 20:11, 28:22, 28:25 Doing - 13:23, 15:7, 21:3, 21:20 Done - 12:22, 19:5, 27:5 Don't - 6:1, 7:12, 9:7, 9:11, 12:12, 12:18, 13:4, 13:5, 13:8, 13:25, 15:1, 15:2, 15:14, 15:21, 15:24, 16:2, 16:3, 17:2, 18:2, 18:6, 18:21, 19:2, 19:3, 19:21, 20:17, 20:20, 20:24, 20:25, 21:3, 21:8, 21:9, 21:17, 21:24, 22:3, 22:4, 23:6, 23:23, 24:10, 24:21, 25:22, 26:16, 27:11, 28:13, 28:22, 29:16, 29:17, 29:19 Down - 18:23, 19:8, 21:24, 30:10 Drag - 10:12 Drop - 26:20 Duty - 8:3</p> <div style="border: 1px solid black; text-align: center; width: fit-content; margin: 10px auto;">E</div> <p>Each - 13:4, 13:8 Earle - 2:30 Early - 17:13 East - 2:14, 2:19 EASTERN - 1:2, 17:21, 19:18 Echo - 13:12, 24:25 Economically - 13:1 ECS - 27:11, 27:13 Eddie - 10:4</p>	<p>EDWARD - 2:32, 2:33, 4:17, 10:4, 10:10, 10:21, 11:2 Effective - 16:15 Effort - 7:10, 10:18 Either - 5:25, 9:24, 12:19 Electronic - 3:9, 31:10 ELI - 2:39, 4:24, 5:19, 5:20 ELKIN - 2:32, 2:33, 4:17, 10:4, 10:10, 10:21, 11:2, 12:1 Else - 5:12, 5:13, 18:24, 20:13, 26:12 Email - 27:15 Emails - 29:3, 29:17, 30:9 Encompass - 29:12 Engage - 13:15 Engaging - 28:6 Enough - 19:2 Enrichment - 8:5, 8:6, 8:16 Entitled - 9:21, 31:11 Entity - 7:19 Equally - 22:11 Eric - 19:7, 19:8, 21:14 Essence - 20:14 Essentially - 14:6 Establish - 28:21, 28:23 Estate - 11:11, 14:17, 14:20, 14:21, 14:24, 22:7, 22:14, 22:15 ET - 1:28, 1:39, 2:2 Even - 11:24, 13:16, 20:7, 27:12 Every - 15:9, 20:24 Everybody - 6:7, 7:13, 7:15, 11:4, 15:9, 24:13, 24:14, 26:22, 31:5 Everyone - 5:24, 6:24, 13:2, 18:8, 22:5, 24:4 Everything - 20:7 EXAMINATION - 1:18, 1:19, 27:21, 28:2 Examined - 27:18 Example - 29:13 Exceed - 15:13 Except - 22:6 EXHIBIT - 1:25, 28:5, 30:11 Exists - 28:21 Expedite - 20:5 Expedition - 28:15 Expensive - 22:2</p>
---	---	--	---

<p>Experience - 18:25, 21:20, 22:2 Experienced - 15:8 Experiences - 25:14 Extensive - 30:9 Extent - 9:25, 22:13 Eyes - 11:16</p> <div style="border: 1px solid black; text-align: center; padding: 2px;">F</div> <p>Facing - 13:2 Fact - 7:6 Factor - 13:23 Facts - 11:18 Fair - 15:12 Faith - 10:17, 14:2, 24:15, 28:7 Faltischek - 2:23, 5:10 Familiar - 16:24 Far - 15:6, 19:2, 30:1 Fashion - 20:6 Favorite - 22:21 Federal - 28:12 FEE - 1:32, 1:43, 2:6 Fees - 26:16 FEMALE - 5:23, 6:4, 6:6, 11:4, 16:9, 16:12, 23:9, 23:13 Fiduciary - 8:3 Figure - 15:9, 22:14, 22:18, 29:18 File - 20:8, 27:12 FILED - 1:21, 1:23, 1:35, 6:10, 6:19, 7:16, 7:17, 8:12, 8:25, 9:11, 16:2, 16:4, 23:20, 27:10, 28:9 Finalized - 30:21 Financial - 28:4, 28:17 Find - 21:22 Fine - 18:24, 19:15 Finished - 13:5 Firms - 26:15 First - 12:6, 12:7, 19:4, 20:25, 27:6, 29:24, 29:25 Fishing - 28:15 Five - 8:25, 10:22, 17:25, 23:16 Floor - 2:13, 2:19, 2:37, 2:42, 3:3 Folks - 17:20, 22:2, 24:19, 26:10, 26:16, 27:11 Follow - 24:6, 29:24 Following - 26:3 FOR - 1:17, 1:18, 1:24, 1:34, 2:11, 2:16, 2:28,</p>	<p>2:32, 2:35, 2:39, 3:1, 4:2, 4:25, 5:6, 5:10, 5:17, 5:20, 5:21, 5:24, 6:13, 7:21, 7:23, 7:25, 8:3, 8:5, 8:6, 9:4, 9:10, 9:16, 10:5, 10:11, 11:7, 11:12, 11:20, 11:22, 13:4, 13:11, 13:22, 14:1, 14:8, 14:15, 15:4, 15:7, 15:20, 16:1, 16:19, 16:21, 17:3, 17:9, 17:11, 18:2, 18:3, 18:11, 18:20, 19:13, 20:3, 20:9, 20:11, 20:12, 22:6, 23:2, 24:23, 25:2, 25:6, 25:13, 25:21, 25:22, 26:22, 26:24, 27:3, 27:9, 28:19, 29:9, 29:13, 30:11, 30:19 Forchelli - 2:29, 4:14 Foregoing - 31:9 Form - 7:10 Former - 17:10 Forth - 30:9 Four - 18:1, 18:15, 21:4, 22:17, 23:16 Fourth - 12:6 Frame - 17:15 Frequently - 19:3 Fresh - 11:15 FROM - 1:35, 4:21, 5:5, 9:14, 18:16, 19:12, 21:18, 22:15, 26:14, 27:8, 27:23, 28:3, 31:10 Full - 27:14, 28:16 Fully - 28:3 Future - 30:14</p> <div style="border: 1px solid black; text-align: center; padding: 2px;">G</div> <p>Gave - 5:24, 6:7, 21:4, 21:14 Gentleman - 21:23 GERARD - 2:28, 4:13, 12:17, 19:16, 19:20, 19:22, 20:1, 22:10 Get - 7:11, 14:13, 15:8, 15:9, 22:4, 26:9 Gets - 14:21, 22:14 Getting - 20:15 GIUGLIANO - 2:22, 5:9, 5:14 Give - 7:14, 21:16, 22:5, 24:8, 24:9 Given - 13:13, 13:18 Gives - 16:3 Glad - 8:24</p>	<p>Glenn - 2:25 Global - 7:11 Globally - 10:25, 24:8 Go - 7:14, 13:9, 13:20, 13:21, 19:8, 20:4, 20:15, 21:1, 24:13, 28:15, 29:21 Going - 7:13, 8:22, 8:23, 11:6, 11:9, 12:11, 12:14, 13:20, 14:4, 14:7, 14:11, 15:11, 17:18, 19:6, 20:19, 20:20, 20:21, 21:16, 23:25, 24:6, 24:8, 24:9, 24:17, 24:21, 25:5, 30:9, 30:24 Goldberg - 3:2, 4:10 Good - 4:1, 4:6, 4:9, 4:13, 4:17, 4:20, 4:24, 6:13, 10:17, 14:2, 18:18, 18:25, 19:10, 23:12, 24:15, 28:7, 28:8, 28:21, 30:7 Goodrich - 2:40, 4:25, 5:21 Got - 6:25, 7:1, 13:17, 14:15, 16:16, 17:25, 21:19, 22:1, 22:18, 22:19, 22:20, 27:6 Grand - 2:18 Griffith - 21:25 Grounds - 28:19 Grouping - 7:3, 7:6 Guess - 9:14, 12:1, 15:11, 18:8 Guthrie - 9:2 Guys - 21:23</p> <div style="border: 1px solid black; text-align: center; padding: 2px;">H</div> <p>Ha - 22:23 Haber - 19:7, 19:9, 21:14 Hacking - 28:1, 29:2, 29:14 Had - 5:16, 5:17, 6:9, 6:24, 8:21, 10:13, 10:14, 11:23, 12:1, 12:3, 12:4, 17:19, 17:25, 19:5, 19:17, 24:17, 24:18, 30:7, 30:8 Hand - 14:1 Hang - 6:3, 21:22 Happened - 20:6, 20:9 Happy - 7:8, 29:23 Harvey - 21:25 Has - 6:8, 7:15, 8:16, 11:12, 12:4, 12:10, 12:12, 13:19, 14:17, 14:20, 16:25, 18:10, 18:25, 20:6,</p>	<p>20:9, 22:1, 23:4, 23:24, 24:12, 28:20 Hasn - 6:2 HAVE - 1:33, 1:44, 2:8, 5:12, 5:16, 6:19, 7:2, 7:3, 7:16, 8:22, 9:7, 9:11, 11:17, 12:15, 12:20, 12:21, 12:22, 12:23, 12:24, 13:6, 13:8, 13:15, 14:2, 14:7, 14:15, 14:23, 14:24, 15:2, 15:4, 15:15, 15:17, 15:21, 15:23, 15:24, 17:14, 17:19, 17:25, 18:2, 18:3, 18:7, 18:11, 18:14, 18:20, 18:22, 19:7, 19:16, 20:4, 20:11, 20:17, 20:20, 21:8, 21:12, 21:16, 21:17, 21:19, 21:24, 21:25, 22:5, 22:6, 22:12, 22:18, 22:19, 22:20, 22:25, 23:23, 24:15, 24:17, 24:18, 25:2, 25:9, 25:10, 25:19, 25:22, 26:19, 27:5, 30:1, 30:7, 30:19 Haven't - 16:3, 18:22 Havoc - 10:9 He - 7:22, 16:4, 17:1, 17:2, 19:9, 19:10, 19:17, 19:22, 23:19, 23:20, 23:23, 23:24 Hear - 8:24, 28:8 Heard - 10:24, 12:25 HEARING - 1:17, 1:21, 24:11, 24:25, 28:20, 30:17 HELD - 1:22 Hello - 5:14 Her - 10:24 Here - 6:5, 6:22, 6:23, 8:21, 12:22, 13:14, 14:6, 15:8, 15:19, 17:19, 18:21, 19:6, 20:20, 22:8, 22:18, 23:25 Herman - 19:11, 21:14 He's - 30:8 Him - 15:17, 16:5, 19:21 Himself - 16:14 His - 4:8, 7:19, 16:24, 27:3 History - 13:13 Hoguet - 2:17, 4:7 Hold - 5:3 Honor - 4:1, 4:6, 4:9, 4:13, 4:17, 4:20, 4:24,</p>
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<p>5:15, 6:15, 6:21, 9:16, 10:7, 10:20, 11:21, 12:17, 13:10, 13:25, 16:10, 16:19, 18:13, 19:16, 20:2, 22:10, 23:17, 24:22, 26:13, 26:24, 29:20, 29:24, 30:6, 30:20, 31:4 HONORABLE - 2:10 Hoped - 8:21 Hopefully - 10:15 Hours - 30:22 How - 8:19, 15:1, 22:18, 24:3 Howard - 24:11, 25:25, 26:6, 26:7 However - 17:15 Hyman - 2:12, 4:2</p> <div style="border: 1px solid black; text-align: center; width: 100px; margin: 10px auto;">I</div> <p>I'd - 10:8 Idea - 14:14 levgeniia - 4:15 I'll - 24:12 I'm - 5:25, 6:5, 6:9, 7:3, 7:5, 7:13, 8:19, 8:22, 8:23, 8:24, 10:7, 10:11, 10:15, 10:16, 11:2, 12:14, 13:23, 15:10, 16:24, 24:6, 24:25, 25:9, 29:22, 29:23 Impose - 17:1 Improper - 28:12 In - 1:4, 1:18, 1:25, 1:34, 1:44, 2:8, 4:3, 4:4, 4:7, 4:11, 4:18, 5:1, 5:10, 5:11, 5:22, 5:25, 6:1, 6:2, 6:8, 6:11, 6:16, 6:17, 7:3, 7:10, 8:9, 8:14, 9:1, 9:14, 10:8, 10:13, 10:24, 11:10, 11:13, 11:15, 11:23, 11:25, 12:2, 12:8, 12:9, 12:11, 13:7, 13:12, 13:15, 13:16, 14:2, 14:5, 14:7, 14:16, 14:17, 14:20, 14:21, 15:1, 15:3, 15:6, 15:17, 15:22, 16:5, 16:6, 16:21, 16:24, 17:4, 17:11, 17:19, 18:9, 19:3, 19:4, 20:6, 20:14, 20:22, 20:25, 21:11, 21:21, 22:4, 22:6, 22:9, 23:1, 23:2, 23:9, 23:16, 23:18, 24:14, 25:18, 26:25, 27:4, 27:6, 27:10, 28:1, 28:7, 28:15, 28:18, 28:23, 29:8, 29:10, 30:14, 31:11</p>	<p>Incentive - 14:13 Incidence - 20:25 Incident - 28:1, 29:2, 29:4, 29:15 Include - 10:8, 23:13, 29:4 Including - 14:19, 29:16 Indemnification - 16:14, 16:18 Indicated - 7:11 INDIVIDUALLY - 1:41, 7:18, 8:6, 9:1, 9:9 Individuals - 6:23 Influences - 8:20 Information - 27:17, 28:25 Initial - 10:13, 14:7 Instance - 11:20 Instead - 10:12 Instinct - 13:12 Interest - 8:9 Interrupt - 13:4, 13:8, 29:22 Into - 26:17, 30:8 Investigate - 28:3 Involuntarily - 20:10 Involved - 11:15, 14:16, 22:4, 24:8, 29:15 Involving - 11:19 Ira - 19:11, 21:14 Is - 4:24, 5:4, 6:10, 6:11, 6:12, 6:14, 6:15, 7:1, 7:9, 7:22, 8:9, 8:10, 8:11, 8:17, 8:18, 9:1, 9:5, 9:7, 9:13, 9:14, 9:18, 9:20, 9:24, 10:4, 10:11, 11:16, 11:21, 12:10, 12:11, 12:12, 12:23, 13:2, 13:10, 13:19, 13:20, 14:4, 14:7, 14:11, 14:14, 14:18, 14:23, 14:25, 15:12, 15:16, 15:18, 15:20, 16:5, 16:7, 16:10, 16:13, 16:20, 16:21, 16:23, 17:1, 17:2, 17:5, 17:23, 18:9, 18:16, 18:25, 19:6, 19:7, 19:9, 19:18, 19:22, 20:2, 20:5, 20:6, 20:7, 20:13, 20:16, 20:19, 20:20, 20:21, 21:1, 21:3, 21:5, 21:10, 22:1, 22:7, 22:8, 22:9, 22:13, 23:1, 23:2, 23:3, 23:11, 23:17, 23:19, 23:20, 23:24, 23:25, 24:1, 24:22,</p>	<p>24:25, 25:7, 25:15, 26:3, 26:5, 27:7, 27:12, 27:13, 27:15, 28:4, 28:8, 28:12, 28:13, 28:14, 28:24, 29:5, 29:7, 29:8, 29:25, 30:10, 31:9 Isn't - 13:20 Issue - 10:10, 20:8 Issues - 12:25, 13:1 It - 5:18, 6:10, 6:15, 6:16, 7:10, 8:10, 8:18, 9:13, 9:14, 9:18, 10:12, 10:14, 10:15, 10:24, 11:14, 11:16, 11:17, 11:18, 12:7, 12:20, 13:2, 13:7, 13:8, 13:23, 14:7, 14:15, 14:24, 15:3, 15:5, 15:12, 15:14, 15:18, 16:3, 16:16, 16:17, 16:25, 19:2, 19:5, 20:3, 20:5, 20:7, 20:12, 20:20, 20:21, 21:2, 21:13, 21:22, 21:24, 22:6, 22:8, 22:11, 22:13, 22:15, 24:4, 24:14, 25:11, 27:5, 27:6, 28:6, 28:13, 29:25, 30:1 Item - 8:11 Its - 28:21, 29:16 It's - 9:13, 9:20, 9:23, 11:25, 14:10, 15:10, 15:15, 16:17, 17:13, 22:17, 23:25, 24:6, 24:13, 24:19, 27:13, 29:19, 31:1 I've - 6:25, 7:1</p> <div style="border: 1px solid black; text-align: center; width: 100px; margin: 10px auto;">J</div> <p>JASON - 1:40, 2:17, 4:7, 5:10, 9:6, 13:11 JENNIFER - 1:36, 3:1, 4:9, 11:21, 20:2, 20:17, 21:7, 22:21, 22:23, 23:1, 23:2, 23:6, 24:22, 24:25, 25:5, 25:13, 25:18, 25:23, 26:5 Joint - 9:23 Jointly - 30:13 Judge - 5:23, 6:4, 8:13, 11:4, 15:23, 16:9, 23:13, 26:7 Judges - 24:18 Judgment - 7:21 Jurisdiction - 15:25 Just - 5:23, 6:1, 6:6, 7:14, 9:6, 9:18, 10:17, 11:4, 11:22, 13:19, 15:1, 15:5,</p>	<p>15:11, 16:12, 17:2, 17:21, 18:24, 19:4, 21:9, 21:11, 21:13, 21:18, 21:22, 22:23, 24:12</p> <div style="border: 1px solid black; text-align: center; width: 100px; margin: 10px auto;">K</div> <p>Kenney - 2:17, 4:7 Kidding - 22:23 Kind - 20:5 Klestadt - 19:22, 19:24, 21:5 Know - 6:25, 8:23, 9:22, 10:16, 10:17, 11:8, 11:11, 11:14, 11:16, 11:24, 12:9, 12:11, 12:12, 12:19, 12:21, 15:9, 15:14, 16:3, 17:2, 18:6, 18:10, 18:19, 19:2, 19:21, 20:9, 20:23, 21:19, 21:24, 22:3, 22:4, 22:5, 23:6, 23:23, 24:11, 26:16, 26:20, 27:11, 29:6, 30:10, 30:16</p> <div style="border: 1px solid black; text-align: center; width: 100px; margin: 10px auto;">L</div> <p>Lacks - 28:19 Ladies - 21:23 Language - 30:2 Last - 7:4, 8:12, 10:24, 14:17, 17:20 Later - 22:7 LAUGHTER - 22:22 Law - 2:33, 8:7 Lawyer - 23:24 Lawyers - 12:6, 14:14 Least - 18:8, 24:19, 27:20 Less - 20:22, 22:2, 24:3 Lesser - 9:25 Let - 7:14, 24:11, 30:16 Let's - 26:7 Letting - 10:12 Level - 9:23 Liabilities - 28:16 Like - 10:8, 11:18, 20:4, 28:2 Likely - 25:20 Likes - 20:24 Liman - 8:13 Limited - 29:17 Lines - 25:1 List - 17:21, 17:22, 17:24, 17:25, 18:1, 21:4, 21:17, 21:18, 21:19, 22:1 Listed - 28:14</p>
--	---	--	---

<p> Listening - 27:4 Lists - 27:21 Litany - 29:11 Litigate - 20:24 Litigation - 4:15, 11:14, 11:15, 15:21, 16:24 Litigators - 20:24 Little - 23:25 LLC - 1:6, 1:15, 1:20, 1:28, 1:31, 1:32, 1:41, 1:42, 2:2, 2:5, 2:6, 5:22, 7:19, 27:8, 27:17 LLP - 2:12, 2:17, 2:29, 2:36, 3:2 Log - 29:6, 29:7 Long - 6:25, 7:1, 10:12, 10:21, 12:2 Longer - 6:15, 30:1 Look - 17:21, 18:24, 19:8, 21:23, 26:11, 26:17 Looked - 16:3, 17:22, 21:17 Looking - 6:5, 30:11 LORD - 2:10 Loss - 27:24 Lost - 6:9 Lot - 12:24, 17:14, 18:11, 18:20, 18:25, 19:25, 22:1, 22:9, 24:7, 30:17 LUCKMAN - 2:28, 4:13, 4:14, 12:14, 12:17, 15:16, 19:16, 19:20, 19:22, 20:1, 22:8, 22:10, 24:5 </p> <div style="border: 1px solid black; text-align: center; padding: 2px;">M</div> <p> Made - 10:23, 29:25 Mail - 27:19 Main - 4:3, 5:1, 5:10, 5:22, 27:1 Make - 5:13, 5:23, 6:1, 6:7, 8:22, 10:17, 13:7, 13:8, 15:5, 25:19 Makes - 15:5 MALE - 17:7, 18:6, 18:18, 26:13 MANAGEMENT - 2:2, 2:5, 9:2, 9:11, 23:14, 23:15 Many - 14:16, 20:20, 22:18, 24:7, 24:17 Mark - 19:9, 19:11, 21:15, 30:24 Mathematical - 14:23 Matter - 8:14, 8:24, 17:12, 25:15, 26:25, 27:4, 30:1, </p>	<p> 31:11 Matters - 14:16 May - 1:6, 9:7, 15:13, 17:1, 18:13, 22:2, 22:8, 26:8, 26:17, 29:4, 31:14 Maybe - 9:22, 11:15, 13:7, 15:14, 22:11, 22:12, 22:16 MCCORD - 1:23, 1:26, 2:12, 4:2, 21:10 Me - 6:12, 7:3, 7:14, 15:5, 15:15, 16:17, 16:18, 18:2, 18:3, 20:22, 21:13, 22:15, 23:23, 24:9, 26:1, 26:3, 28:22, 28:25 Meadow - 2:14 Mean - 10:10, 10:15, 11:24, 12:6, 12:22, 16:6, 21:18, 30:18 Meaningfully - 14:4 Mediate - 25:12 Mediation - 6:25, 7:9, 7:11, 10:8, 10:13, 10:14, 11:9, 11:22, 11:23, 12:2, 12:3, 12:9, 12:11, 12:16, 12:20, 12:25, 13:12, 13:15, 13:21, 14:1, 14:3, 14:5, 14:8, 14:19, 17:4, 17:19, 18:7, 18:10, 19:5, 19:7, 20:3, 20:11, 20:15, 20:25, 21:1, 21:2, 21:20, 24:12, 25:4, 25:7, 25:11, 25:15, 25:20 Mediations - 13:14, 19:17 Mediator - 7:9, 11:17, 15:8, 18:7, 21:3 Mediators - 7:12, 17:20, 24:18 Meeting - 27:25 Merrick - 2:13 Micromanage - 7:12 Middle - 27:6 Might - 5:16, 11:13, 11:14, 18:4, 18:25, 19:2, 19:10, 26:22 Million - 27:24 Minute - 6:3, 21:22 Minutes - 30:19 Misapprop - 8:2 Miss - 6:1 Monetary - 7:20, 7:22, 7:24, 8:1, 8:2, 8:4, 8:6 Money - 12:13, 14:12, 14:17, 15:12, 20:12, 20:21, 23:24, 24:7 </p>	<p> Months - 15:7, 20:9 More - 22:25, 25:20 Morning - 30:22 Moscou - 2:23, 5:9 Most - 19:12 MOTION - 1:17, 1:34, 8:11, 8:15, 8:20, 9:10, 25:2, 25:7, 25:11, 25:16, 27:7, 27:8, 27:10, 28:4 Move - 12:21 Moved - 17:12 Mr - 5:16, 5:17, 5:18, 6:11, 6:14, 8:12, 8:21, 8:25, 9:15, 9:24, 9:25, 10:9, 11:3, 11:6, 11:19, 12:1, 12:14, 13:13, 15:15, 15:16, 15:20, 15:25, 16:1, 16:4, 16:13, 16:23, 17:3, 20:11, 20:12, 20:13, 21:10, 22:8, 23:18, 24:4, 25:21, 27:3, 27:25, 30:7 Ms - 5:14, 10:23, 12:18, 24:11, 25:25, 26:6, 26:7 Much - 10:9, 20:21, 24:7 Must - 21:25 My - 6:10, 8:20, 9:17, 13:22, 14:7, 15:17, 16:25, 17:11, 20:11, 23:18, 25:6, 25:14, 25:15, 25:16, 30:20 </p> <div style="border: 1px solid black; text-align: center; padding: 2px;">N</div> <p> Name - 5:4, 11:5, 13:5, 17:8, 18:3, 19:7, 19:8, 19:15, 19:19, 21:21, 24:10, 24:11 Named - 4:4 Names - 17:23, 18:1, 18:2, 18:15, 18:22, 19:11, 21:14 NANCY - 2:10 NASH - 2:16, 4:6, 13:10, 13:11, 13:24 NATURE - 1:32, 1:43, 2:7 Need - 5:18, 11:4, 23:23, 25:25, 26:2, 27:12, 27:14 Negotiations - 28:7 Never - 15:17 NEW - 1:2, 1:4, 2:20, 2:38, 2:43, 3:4, 3:8, 7:15, 8:14 Newman - 2:17, 4:7 Next - 5:7, 8:11, 24:19, 24:20, 25:25, 28:4, 31:2 Nexus - 16:3 Nine - 20:9 </p>	<p> No - 6:15, 8:17, 12:8, 12:10, 12:15, 12:17, 13:17, 13:25, 14:17, 19:4, 29:8, 30:1, 30:5, 30:6, 30:16 Nominal - 7:20 Non - 2:39, 4:25, 5:21 NOSEK - 2:11, 4:1, 4:2, 5:15, 6:11, 6:13, 6:18, 6:21, 9:15, 9:16, 10:2, 10:7, 10:9, 10:20, 11:3, 11:6, 11:7, 15:25, 16:1, 21:10, 26:24, 27:3, 29:20, 29:22, 30:5, 30:15, 30:18, 30:20, 31:1, 31:4 Not - 7:3, 7:5, 7:7, 8:19, 9:23, 10:15, 10:16, 11:2, 11:14, 11:15, 12:14, 12:17, 13:23, 13:24, 14:1, 14:11, 14:19, 15:6, 15:13, 15:18, 15:20, 15:22, 16:20, 16:21, 16:24, 19:6, 21:2, 21:12, 22:11, 22:12, 22:14, 23:24, 24:6, 24:17, 25:15, 27:14, 28:10, 28:20, 28:24, 29:17 Note - 20:8 Noted - 8:18 Notes - 28:6 Nothing - 11:23, 12:4, 20:6, 20:9 NOTICE - 1:17, 1:18, 1:30, 1:40, 2:4, 20:8 November - 16:15 Now - 7:14, 11:12, 12:6, 14:10, 14:16, 15:15, 20:14 Nowhere - 13:14 Number - 20:5, 29:12 Numbers - 24:2 NY - 2:14, 2:20, 2:26, 2:31, 2:38, 2:43, 3:4 </p> <div style="border: 1px solid black; text-align: center; padding: 2px;">O</div> <p> OBJECTION - 1:17, 27:10, 27:11, 28:6, 28:8, 28:22, 29:25 OBJECTIONS - 1:21, 1:22 Obligation - 17:1 Obviously - 14:1, 24:14, 27:17 Occur - 29:8 Occurred - 28:1, 29:15 Ocean - 2:40, 5:1, 5:22, 27:8, 27:16, 27:20, 27:22, </p>
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<p>28:1, 28:3, 28:9, 28:11 Ocean's - 29:25 October - 28:1 OF - 1:2, 1:17, 1:18, 1:19, 1:20, 1:23, 1:26, 1:30, 1:32, 1:36, 1:40, 1:41, 1:43, 2:4, 2:6, 2:7, 2:33, 2:41, 4:3, 4:7, 4:18, 4:21, 4:25, 5:21, 6:19, 6:24, 7:1, 7:10, 7:18, 7:21, 7:23, 7:24, 8:1, 8:2, 8:3, 8:4, 8:7, 8:8, 8:13, 8:14, 8:18, 8:25, 9:2, 9:4, 9:7, 9:9, 9:11, 9:12, 9:13, 9:17, 9:21, 9:22, 10:12, 10:14, 11:12, 11:15, 12:6, 12:18, 12:24, 13:14, 13:24, 14:14, 14:16, 14:19, 14:24, 15:13, 16:2, 16:12, 16:13, 16:17, 16:25, 17:14, 17:23, 18:1, 18:9, 18:11, 18:20, 18:24, 18:25, 19:1, 19:25, 20:5, 20:8, 20:14, 21:4, 21:10, 21:11, 21:15, 22:1, 22:2, 22:6, 22:9, 22:13, 22:14, 22:16, 22:18, 23:1, 23:20, 24:7, 24:10, 24:13, 25:4, 25:19, 26:11, 27:4, 27:12, 27:16, 27:19, 27:20, 27:22, 27:23, 27:24, 28:4, 28:12, 28:16, 28:17, 28:25, 29:1, 29:6, 29:8, 29:11, 29:12, 29:14, 29:25, 30:12, 30:17, 30:21, 31:10 Off - 11:18, 18:1 Offices - 2:33 Often - 26:20 Oh - 13:24, 16:22, 23:11, 24:20, 27:2, 30:18 Okay - 5:6, 5:18, 5:20, 6:6, 6:19, 6:22, 10:1, 16:6, 16:16, 16:22, 17:3, 17:13, 17:17, 18:21, 19:21, 19:22, 20:1, 20:19, 21:7, 23:4, 23:11, 23:12, 23:22, 24:1, 24:19, 25:1, 25:5, 25:18, 25:23, 25:24, 26:8, 26:17, 26:22, 27:6, 27:7, 30:23 Old - 12:24, 12:25, 29:14 ON - 1:17, 1:21, 1:22, 1:23, 1:24, 1:36, 1:41, 2:5,</p>	<p>4:3, 4:18, 4:21, 5:3, 5:25, 6:3, 7:15, 7:16, 7:18, 7:22, 7:24, 8:1, 8:2, 8:4, 8:11, 8:18, 8:20, 8:22, 8:23, 8:24, 9:2, 9:9, 9:20, 11:8, 11:18, 12:6, 12:19, 12:24, 14:1, 14:6, 14:12, 17:24, 18:4, 18:8, 18:9, 18:12, 18:13, 19:8, 19:10, 19:18, 20:5, 21:19, 21:21, 21:22, 22:1, 24:20, 25:1, 25:14, 26:3, 26:7, 26:9, 26:12, 26:25, 27:4, 28:15, 29:23, 30:2, 30:10, 30:17 Once - 14:20 One - 2:18, 5:7, 6:15, 7:6, 7:8, 7:11, 11:10, 11:17, 11:18, 12:15, 15:12, 15:20, 17:23, 18:1, 19:7, 20:5, 20:13, 21:24, 23:15, 24:3, 26:20, 26:25, 27:6 Ones - 11:19, 21:18 Only - 8:16, 10:10, 14:3, 15:20, 17:23, 17:24, 18:19, 19:10, 21:4, 21:21, 25:14, 27:11, 30:21 Opposed - 10:16 Or - 5:25, 7:9, 7:11, 7:13, 9:22, 9:24, 10:15, 11:20, 12:25, 13:7, 13:17, 15:20, 15:22, 18:16, 19:13, 20:6, 20:12, 20:22, 21:9, 21:10, 21:15, 22:14, 25:1, 26:9, 26:10, 26:11, 28:23, 28:24, 29:5, 29:7, 30:4 ORDER - 1:19, 1:24, 1:26, 8:13, 8:15, 19:4, 24:12, 27:16, 28:15, 30:6, 30:12, 30:21, 30:25 Ordered - 20:15 Ordering - 20:4 Orders - 24:14 Originally - 27:9 OTHER - 1:33, 1:43, 1:44, 2:7, 7:19, 11:19, 13:4, 13:5, 13:9, 14:1, 15:23, 18:20, 26:25, 27:4, 29:14 Others - 7:2, 9:15, 12:21, 22:3 Our - 12:9, 13:16, 20:6, 23:2, 27:4 Ourselves - 12:7 Out - 10:12, 15:10, 18:2, 18:22, 22:14, 22:19, 24:1,</p>	<p>24:13, 29:18, 30:1, 30:3, 30:6 Over - 15:25 Overboard - 28:24 Overcome - 28:22 Overnight - 27:19 Overtures - 13:18 Ovington - 2:30 Owner - 7:22</p> <div style="border: 1px solid black; text-align: center; padding: 2px;">P</div> <p>Paid - 19:7 Panel - 18:12 Papers - 27:15 Parallel - 14:5 Parcel - 16:17 Part - 11:10, 14:24, 16:16, 27:12 Participate - 14:2 Participating - 16:21, 20:13 Particular - 11:13, 19:4 Parties - 14:2, 14:18, 18:6, 23:1 PARTY - 1:20, 2:39, 4:25, 5:21, 6:10, 7:20 Passed - 13:19 Past - 25:14 Patience - 27:4 Pay - 12:8, 12:10, 12:15, 14:14, 14:22, 14:24, 20:11, 20:12, 23:24 Paying - 14:25, 20:16, 20:22, 23:24 Pending - 6:11, 6:15, 9:13, 11:25, 25:2, 25:3, 25:7, 25:10 PENNER - 1:39, 1:40, 2:17, 4:7, 5:10, 9:7, 9:8, 9:24, 13:11, 20:12, 22:20, 22:24, 23:12 People - 7:7, 12:24, 14:12, 20:20, 22:18, 24:7 Period - 29:1, 29:8 Perpetrated - 28:11 Person - 12:13, 14:22, 27:12 Person/Party - 27:16 Picked - 18:14 Piece - 22:6, 22:16, 24:3 Pieces - 22:13 Pierre - 9:4 Place - 2:18 Plaintiff - 3:1, 4:11, 4:19</p>	<p>Plaza - 2:24 Pleasant - 24:19 Please - 5:7, 6:2, 11:5 Plus - 14:15 Point - 10:23, 12:11 Pool - 18:10 Position - 12:8, 12:10, 12:15 Positions - 12:25 Possibly - 10:12 Postdates - 29:2 Potential - 15:4, 28:14 PRE - 1:30, 1:40, 2:4, 7:16 Predates - 29:1 PRESENTED - 1:24 PRESENTMENT - 1:18, 27:9 Preserve - 28:9 Principal - 7:18, 27:25 Print - 27:14 Prior - 11:15, 27:21 Privileged - 29:4, 29:7 Pro - 16:23, 19:5, 23:19 Probably - 11:9, 11:17, 18:10, 18:12, 18:18, 20:23, 26:18 Problem - 26:21 Procedure - 28:13 Proceed - 14:9 Proceeding - 4:8, 4:11, 4:19, 5:11, 9:12, 15:1, 15:3, 16:23, 23:3 Proceedings - 3:9, 15:4, 25:3, 31:11 Proceeds - 14:5 Process - 11:13, 27:20 Produce - 27:17, 29:6 Produced - 3:10 Product - 29:7 PRODUCTION - 1:19, 29:7 Profits - 9:22 Progress - 14:4 Proof - 6:19, 7:1, 9:7, 9:11, 16:2, 16:12, 16:25, 23:20 PROPOSED - 1:25 Prospect - 6:24 Provisions - 30:12 PURSUANT - 1:20, 27:18 Put - 8:23, 11:10, 22:6</p> <div style="border: 1px solid black; text-align: center; padding: 2px;">Q</div> <p>Quadrants - 22:17</p>
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<p>Question - 6:10 Quite - 10:23</p> <div style="border: 1px solid black; text-align: center; padding: 2px;">R</div> <p>Raised - 6:24, 13:13 Rather - 14:14 Re - 1:4, 1:30, 1:40, 2:4 Reach - 18:12, 24:1 Reached - 18:22 Read - 30:19 Reading - 9:17 Ready - 20:6 Really - 12:13, 13:17, 13:19, 15:20, 20:17, 25:21, 30:10 Reason - 16:21, 21:4, 21:25, 24:20 Receipt - 27:14, 27:15 Recommended - 12:20 Record - 12:18, 12:19 Recorded - 3:9 Recording - 3:9 Recordings - 31:10 Recover - 27:23 Reduces - 14:13 Regal - 2:17, 4:7 Regarding - 29:3 Reimbursed - 22:15 Rejected - 21:5 Relating - 29:11, 29:14 Relationship - 30:8 RELIEF - 1:35 Reluctance - 15:17 Remand - 7:13, 8:11, 8:20, 9:10 REMAND/ ABSTENTION - 1:35 Remanded - 6:16, 9:5 Remanding - 8:15 REMOVAL - 1:30, 1:40, 2:4 Removed - 7:17, 9:8, 9:12, 19:3, 19:12, 20:10, 20:14 Report - 29:23 Reports - 29:3, 29:17 Represent - 11:11, 13:6, 13:8, 18:16, 19:1, 23:8 Represented - 6:14, 12:15 Representing - 4:7, 4:10, 23:4 Represents - 5:4 Request - 28:3, 28:11,</p>	<p>28:23, 29:3, 29:10 Requests - 20:4, 29:10, 29:13 Require - 22:4, 22:5 Requires - 24:14 Resolution - 25:4 Resolve - 10:11, 12:5, 13:1, 13:12, 25:15, 28:7 Respect - 7:4, 8:10, 9:6, 16:25, 18:11, 28:10 Response - 13:17, 13:18 RESPONSIBLE - 1:20, 27:16 Result - 28:23 Retainer - 22:5, 24:17 Review - 29:3 Reviewed - 11:8 Revised - 30:11 Rexcorp - 2:24 Riation - 8:2 RICHARD - 1:23, 1:26, 2:12, 4:2 RICHLIN - 2:39, 4:24, 4:25, 5:16, 5:18, 5:19, 5:20, 27:3, 30:7 Right - 10:10, 23:19 Rights - 28:9 Road - 24:13 ROBERT - 2:11, 2:36, 4:1, 4:22, 5:4, 5:6, 5:15, 6:13, 6:18, 6:21, 9:16, 10:2, 10:7, 10:20, 11:7, 16:1, 16:20, 17:10, 26:24, 27:3, 29:20, 29:22, 30:5, 30:15, 30:18, 30:20, 31:1, 31:4 Role - 19:3 Roll - 29:23 Rosati - 2:40, 4:25, 5:21 ROSSAN - 1:36, 3:1, 4:9, 4:10, 10:23, 11:21, 20:2, 20:17, 21:7, 22:21, 22:23, 23:1, 23:2, 23:6, 24:22, 24:23, 24:25, 25:5, 25:13, 25:18, 25:23, 26:5 RULE - 1:20, 27:7, 27:18, 28:12, 28:18, 29:9 Rules - 24:13, 28:12 Ruskin - 2:23, 5:9 Russo - 9:4, 15:24, 16:7, 16:18, 16:20</p> <div style="border: 1px solid black; text-align: center; padding: 2px;">S</div> <p>Sadis - 3:2, 4:10 Said - 14:17, 17:4, 23:19,</p>	<p>24:16 Same - 5:14, 17:8 Satisfy - 28:21 Say - 6:6, 9:24, 11:6, 11:9, 11:20, 13:5, 13:6, 13:7, 15:10, 15:11, 15:13, 16:12, 17:8, 26:19, 26:21, 28:17, 28:20 Saying - 22:17 Says - 16:13 Schedule - 14:8, 27:21 Scheduled - 27:9 Scheduling - 17:10 Scope - 28:16 Scribe - 3:6 Se - 16:23, 23:19 Sean - 19:17, 19:20 Second - 27:6 SECURE - 2:2, 2:4, 2:33, 4:18, 4:19, 7:4, 9:11, 10:5, 11:10, 11:22, 11:24, 12:2, 12:4, 23:13, 23:15 See - 15:6, 18:13, 18:24, 19:3, 31:2 Seeing - 15:8 Seek - 28:25 Seeking - 15:14, 17:1, 27:7, 27:15 Seem - 9:18, 11:18 Seems - 15:3, 15:15, 16:17, 21:13, 22:15 Seen - 15:17 Send - 20:24, 23:22, 27:14 Sending - 6:24, 21:2 Sense - 13:7, 15:5, 15:6 Sent - 14:8 Sentence - 29:25 Separate - 7:9, 8:24, 11:25, 12:3, 17:1, 23:11 Served - 16:21, 27:11 SERVICE - 1:26, 3:10, 27:13, 27:14, 27:19, 27:20 Set - 11:15, 12:6, 14:4 Settle - 12:7, 15:18 Settled - 15:18, 30:4, 30:5, 30:24 Settlement - 7:11, 10:25, 12:9, 13:16, 14:13, 14:14, 14:15, 24:15 Seven - 23:16 Seventh - 24:4 Sevenths - 24:5 Several - 30:8</p>	<p>SHERMAN - 1:28, 1:31, 1:36, 3:2, 4:10, 7:16, 7:17, 9:6, 9:24, 11:22, 11:23, 12:3, 20:3, 22:21, 22:24, 23:2, 23:12, 24:23, 25:14 Sherman's - 8:12, 13:13 SHERYL - 2:22, 5:9 Short - 21:16, 24:8 Shortly - 17:11 Shot - 7:14 Should - 21:1, 22:11, 22:12, 22:16, 23:13, 26:1, 26:18, 27:5 Sides - 9:20, 10:18 SIGNATURE - 1:24 Signed - 5:24, 5:25, 6:2, 6:8, 24:13 Significant - 13:17 Siloed - 11:18 Silvershuck - 19:9, 19:11, 21:15 Since - 8:12, 20:9, 30:8 Single - 11:16 Sitting - 24:10 Situation - 7:5, 15:16, 15:19, 16:17 Situations - 15:5 Six - 23:16 Slome - 19:9, 21:14 Small - 30:12 So - 5:18, 6:1, 6:2, 6:22, 7:5, 7:16, 8:25, 10:1, 10:3, 10:24, 11:13, 11:15, 12:21, 12:24, 12:25, 14:6, 14:11, 14:25, 15:12, 15:15, 15:18, 15:24, 16:3, 16:16, 17:13, 17:19, 18:1, 18:21, 19:1, 19:7, 20:20, 20:23, 21:1, 21:6, 21:11, 21:13, 21:14, 21:20, 22:4, 22:7, 22:19, 23:11, 23:12, 23:16, 23:25, 24:3, 24:5, 24:7, 25:6, 26:16, 26:21, 28:20, 29:8, 30:11, 30:23, 31:2 Some - 7:7, 7:10, 9:17, 9:22, 17:20, 19:1, 20:5, 21:6, 21:18, 22:2 Somebody - 5:12, 5:13, 15:16, 18:24, 19:5, 21:18, 22:1, 25:1, 27:17 Someone - 18:13 Something - 6:5, 10:17, 13:6, 14:15, 22:3, 22:7,</p>
---	---	---	---

<p>25:1, 25:20, 27:12 Sometimes - 18:20 Sonsini - 2:40, 4:25, 5:21 Sorry - 6:9, 10:7, 27:2, 27:5, 29:22 Sort - 9:22, 18:24 Sought - 8:10, 28:5 Sound - 3:9, 31:10 Sounds - 20:4 Southard - 19:17, 19:20 Southern - 6:11, 6:16, 8:13, 17:22, 17:24, 19:10, 19:18, 21:22 Speak - 11:5, 15:22, 20:12 Speaker - 25:1 Speaking - 5:13, 5:20, 13:5 Speed - 11:13 Spending - 14:12, 14:13 Spent - 20:23 Stage - 17:5 Stake - 25:21 Start - 24:20 STATE - 1:34, 1:44, 2:8, 6:17, 8:16, 10:14, 11:4, 13:17, 15:22, 16:24, 17:5, 20:23, 23:18 Statement - 29:24 STATES - 1:1, 28:6 Status - 8:22, 8:24 Statutory - 8:7 STAY - 1:35, 8:10, 18:16, 26:14 Stayed - 8:9, 8:17, 8:19 Steer - 21:11 Step - 28:11 Steps - 19:12 Still - 31:2 Stip - 24:12 Stolen - 27:23 Stop - 16:11 Street - 2:19, 3:7 Strongly - 10:24, 14:3, 26:9 Stuck - 27:6 Stuff - 24:16, 29:19 Submitting - 30:13 Subpoena - 27:19 Substantial - 9:18, 29:12 Substantially - 11:19, 29:1 Successful - 14:2, 19:5, 19:17, 25:16, 25:20 Sufficient - 28:19</p>	<p>Suggest - 21:20, 26:9 SUIT - 1:33, 1:43, 2:7 Supplement - 8:12 SUPPORT - 1:18, 1:25 Sure - 5:19, 5:20, 5:23, 6:1, 6:7, 8:19, 13:8 Suspending - 25:3 Sympathy - 18:20</p> <div style="border: 1px solid black; text-align: center; padding: 2px;">T</div> <p>Tactic - 13:20 Take - 13:22, 14:18, 18:23, 22:16, 24:5 Takes - 24:2, 24:4 Taking - 22:12 Talk - 6:23, 26:10, 29:9 Talked - 7:6, 9:6 Talking - 7:4, 7:6, 15:7, 20:3, 26:15 Targeted - 28:23 Taylor - 2:36, 4:22, 5:4, 5:7, 6:14, 8:14, 8:25, 9:1, 9:25, 15:2, 15:20, 16:4, 16:20, 17:4, 17:10, 22:19, 22:24, 23:12 Taylor's - 5:17, 8:21, 8:22 Technically - 8:9 Tell - 6:12, 16:18, 26:1, 26:3, 28:22, 28:25, 30:15 Ten - 30:19 Terms - 23:1 Terrana - 2:29, 4:14 Testified - 27:25 Than - 11:19, 14:14, 20:22, 22:3, 22:25 Thank - 5:12, 5:19, 6:2, 6:8, 11:5, 13:10, 26:13, 26:23, 27:3, 31:3, 31:4 Thanks - 31:5 THAT - 1:33, 1:44, 2:7, 5:16, 5:20, 5:23, 5:24, 6:7, 6:12, 6:14, 6:25, 7:1, 7:2, 7:6, 7:7, 7:8, 7:11, 7:14, 7:15, 7:21, 8:9, 8:10, 8:16, 8:19, 8:21, 8:22, 8:23, 8:25, 9:1, 9:5, 9:8, 9:10, 9:14, 9:18, 9:19, 9:21, 9:22, 9:23, 9:24, 10:11, 10:17, 10:21, 10:22, 10:23, 10:25, 11:10, 11:13, 11:14, 11:17, 11:18, 11:23, 12:2, 12:3, 12:4, 12:7, 12:19, 12:20, 12:23, 13:1, 13:6, 13:13, 13:14, 13:19,</p>	<p>13:20, 13:25, 14:3, 14:7, 14:8, 14:10, 14:11, 14:12, 14:18, 14:23, 15:3, 15:10, 15:11, 15:13, 15:15, 15:22, 16:3, 16:12, 16:13, 16:16, 16:20, 16:21, 17:1, 17:5, 17:15, 17:23, 18:3, 18:8, 18:10, 18:12, 18:18, 18:22, 19:3, 19:6, 19:7, 19:15, 20:5, 20:11, 20:18, 20:21, 20:25, 21:1, 21:5, 21:6, 21:10, 21:12, 21:19, 21:20, 22:3, 22:4, 22:5, 22:12, 22:13, 22:14, 22:15, 22:25, 23:16, 24:1, 24:2, 24:3, 24:6, 24:16, 25:7, 25:19, 26:17, 26:19, 27:2, 27:5, 27:13, 28:1, 28:6, 28:11, 28:20, 28:22, 28:23, 28:24, 29:1, 29:5, 29:8, 29:10, 29:11, 29:15, 29:24, 30:13, 30:17, 31:9 That's - 7:5, 9:12, 13:1, 13:6, 17:15, 17:24, 18:24, 21:4, 22:3, 22:7, 22:10, 22:16, 23:16, 24:3, 24:6, 24:20, 28:8, 29:16, 29:18, 30:23 THE - 1:35, 2:41, 4:2, 4:3, 4:18, 4:19, 5:1, 5:3, 5:6, 5:7, 5:10, 5:11, 5:12, 5:14, 5:18, 5:22, 6:3, 6:5, 6:9, 6:10, 6:11, 6:13, 6:16, 6:17, 6:19, 6:22, 6:23, 6:24, 7:2, 7:4, 7:6, 7:16, 7:19, 7:20, 8:8, 8:10, 8:11, 8:12, 8:13, 8:14, 8:15, 8:17, 8:18, 8:19, 8:20, 8:21, 8:23, 8:24, 8:25, 9:3, 9:5, 9:6, 9:7, 9:9, 9:10, 9:15, 9:16, 9:17, 9:23, 10:1, 10:3, 10:4, 10:6, 10:8, 10:10, 10:13, 10:23, 10:24, 10:25, 11:3, 11:6, 11:7, 11:10, 11:11, 11:15, 11:18, 11:19, 11:22, 11:23, 12:5, 12:6, 12:7, 12:9, 12:13, 12:14, 12:15, 12:16, 12:25, 13:1, 13:4, 13:11, 13:12, 13:13, 13:19, 13:20, 13:22, 14:1, 14:2, 14:3, 14:5, 14:10, 14:14, 14:16, 14:17, 14:18, 14:19, 14:20,</p>	<p>14:21, 14:22, 14:23, 14:24, 15:4, 15:6, 15:12, 15:17, 15:20, 15:21, 15:22, 16:1, 16:2, 16:6, 16:11, 16:12, 16:13, 16:14, 16:16, 16:17, 16:21, 16:22, 16:24, 17:2, 17:3, 17:5, 17:6, 17:8, 17:11, 17:12, 17:13, 17:17, 17:21, 17:22, 17:23, 17:24, 18:6, 18:8, 18:10, 18:11, 18:12, 18:15, 18:19, 18:21, 18:22, 19:6, 19:10, 19:11, 19:12, 19:18, 19:19, 19:21, 19:24, 20:11, 20:12, 20:13, 20:16, 20:19, 20:25, 21:4, 21:8, 21:11, 21:17, 21:18, 21:19, 21:21, 22:1, 22:6, 22:11, 22:13, 22:15, 22:24, 23:4, 23:8, 23:11, 23:15, 23:19, 23:22, 23:25, 24:1, 24:2, 24:10, 24:12, 24:13, 24:19, 24:24, 25:3, 25:7, 25:9, 25:17, 25:18, 25:22, 25:24, 25:25, 26:2, 26:3, 26:5, 26:6, 26:7, 26:8, 26:14, 26:15, 26:24, 27:1, 27:2, 27:5, 27:6, 27:7, 27:8, 27:10, 27:11, 27:13, 27:14, 27:15, 27:19, 27:21, 27:23, 27:24, 27:25, 28:2, 28:4, 28:5, 28:6, 28:10, 28:11, 28:12, 28:15, 28:16, 28:17, 28:18, 28:19, 28:20, 28:22, 28:23, 29:2, 29:4, 29:5, 29:9, 29:13, 29:14, 29:15, 29:18, 29:21, 29:24, 29:25, 30:2, 30:3, 30:4, 30:5, 30:6, 30:8, 30:10, 30:11, 30:12, 30:14, 30:16, 30:19, 30:21, 30:23, 30:24, 31:2, 31:5, 31:9, 31:10, 31:11 Their - 7:2, 7:3, 11:5, 14:13, 16:5, 19:8, 24:15 Them - 10:8, 14:19, 15:25, 18:21, 18:23, 19:3, 20:22, 21:11, 23:22, 23:23 Then - 6:9, 9:11, 11:8, 13:5, 14:21, 14:23, 19:8,</p>
--	---	--	--

<p>22:6, 22:13, 24:9, 24:11, 26:17, 26:19, 27:9, 27:14, 29:18</p> <p>There - 5:13, 7:7, 7:8, 8:17, 9:17, 9:19, 9:20, 12:10, 14:4, 14:8, 14:11, 15:24, 17:18, 17:23, 21:10, 21:12, 21:21, 21:25, 22:7, 22:13, 23:2, 23:17, 24:7, 28:13</p> <p>Thereafter - 17:12</p> <p>Therefore - 27:13</p> <p>There'll - 24:16</p> <p>There's - 26:21, 26:25</p> <p>These - 15:1, 19:1, 19:4, 20:14, 21:14, 22:2, 22:9, 24:2, 26:11, 26:16</p> <p>They - 7:9, 9:21, 9:22, 11:5, 12:1, 15:14, 16:6, 21:5, 21:6, 21:19, 26:19, 29:10</p> <p>They're - 12:6</p> <p>Thing - 15:1, 24:19</p> <p>Things - 13:12, 29:14</p> <p>Think - 11:16, 12:20, 12:25, 13:25, 15:19, 17:20, 18:6, 18:18, 19:17, 20:17, 20:20, 20:25, 21:9, 21:12, 21:21, 22:18, 23:16, 29:16, 29:18, 29:19</p> <p>Thinking - 9:14, 22:8, 24:6</p> <p>This - 4:24, 7:3, 7:7, 7:8, 7:9, 9:8, 10:4, 10:11, 11:8, 11:21, 12:21, 13:7, 13:10, 13:19, 14:16, 14:25, 15:7, 15:10, 15:11, 15:18, 16:10, 18:8, 18:9, 19:6, 20:2, 20:19, 20:22, 20:25, 22:16, 22:19, 23:1, 24:2, 24:8, 24:21, 24:22, 27:7, 28:7, 28:8, 28:14, 30:22, 30:24</p> <p>Those - 13:18, 19:11, 21:15, 25:1</p> <p>Though - 20:7</p> <p>Thought - 6:9, 19:12</p> <p>Three - 23:16</p> <p>Through - 7:15, 10:13, 13:21, 17:14, 24:10, 27:10</p> <p>Throw - 18:2</p> <p>Time - 1:13, 5:14, 5:25, 8:12, 9:8, 10:21, 10:24, 12:19, 13:19, 14:17,</p>	<p>15:17, 17:20, 24:8, 25:25, 27:24, 29:1, 29:8</p> <p>Times - 24:17</p> <p>TO - 1:17, 1:20, 1:21, 1:24, 1:34, 1:45, 2:8, 4:14, 4:15, 5:13, 5:23, 6:1, 6:6, 6:7, 6:8, 6:24, 7:1, 7:2, 7:4, 7:10, 7:13, 7:14, 7:15, 8:9, 8:10, 8:11, 8:15, 8:20, 8:22, 8:23, 8:24, 9:6, 9:19, 9:21, 9:23, 9:25, 10:8, 10:11, 10:16, 10:25, 11:4, 11:6, 11:9, 11:17, 11:22, 11:23, 12:1, 12:4, 12:5, 12:7, 12:11, 12:14, 12:21, 13:1, 13:5, 13:6, 13:7, 13:8, 13:12, 13:15, 13:18, 13:20, 14:1, 14:2, 14:4, 14:7, 14:8, 14:9, 14:11, 14:13, 15:3, 15:5, 15:8, 15:9, 15:11, 15:12, 15:15, 15:18, 15:21, 15:22, 16:12, 16:17, 16:18, 16:25, 17:1, 17:5, 17:12, 17:15, 17:18, 17:20, 18:2, 18:8, 18:13, 18:15, 18:22, 18:24, 19:6, 19:8, 20:4, 20:8, 20:10, 20:12, 20:15, 20:18, 20:19, 20:21, 20:22, 20:24, 21:1, 21:2, 21:3, 21:9, 21:11, 21:13, 21:16, 21:18, 22:5, 22:6, 22:13, 22:15, 22:18, 23:9, 23:23, 23:24, 23:25, 24:6, 24:8, 24:9, 24:12, 24:13, 24:14, 24:15, 24:17, 24:18, 24:19, 24:21, 25:5, 25:9, 25:10, 25:12, 25:14, 25:20, 26:1, 26:4, 26:10, 26:14, 26:17, 26:19, 26:22, 27:4, 27:12, 27:13, 27:14, 27:17, 27:18, 27:19, 27:21, 27:22, 28:2, 28:3, 28:4, 28:7, 28:8, 28:9, 28:10, 28:11, 28:15, 28:21, 28:25, 29:3, 29:8, 29:11, 29:14, 29:17, 29:22, 29:23, 29:24, 30:9, 30:12, 30:14, 30:20, 30:24</p> <p>Today - 5:24, 6:7, 6:23, 8:21, 18:3, 25:22</p> <p>Tom - 19:9, 21:14</p> <p>Too - 10:9, 24:17, 29:16, 29:18, 29:19</p>	<p>Took - 12:8, 17:21, 18:1, 18:15, 18:24</p> <p>Topics - 29:11</p> <p>Totally - 7:5, 10:16</p> <p>Towards - 14:15, 21:11</p> <p>Transcriber - 3:5</p> <p>Transcript - 3:10, 31:10</p> <p>Transcription - 3:10</p> <p>TRIAL - 1:30, 1:40, 2:4, 7:17, 20:6, 25:6, 25:19, 25:22</p> <p>Tried - 12:5, 12:7, 13:15, 18:15, 26:14</p> <p>Trustee - 2:12, 4:3, 6:14, 9:17, 11:7, 12:23, 14:16, 14:20, 14:21, 14:23, 14:24, 15:15, 16:1, 18:21, 19:13, 19:25, 21:6, 21:9, 22:6, 22:15, 26:25, 27:7, 27:15, 28:2, 28:5, 28:6, 28:15, 28:19, 28:20, 30:10</p> <p>Trustees - 18:16, 18:17, 18:19, 18:20, 19:1, 19:13, 21:9, 21:12, 21:13</p> <p>Trustee's - 27:10</p> <p>Try - 13:12, 20:22, 24:21</p> <p>Trying - 5:12, 10:11, 10:16, 21:11, 22:17, 25:14</p> <p>Tuttle - 2:36, 4:21, 5:5</p> <p>Two - 20:4, 22:13, 22:16, 23:15, 24:5, 25:14, 26:18, 26:22</p>	<p>26:22, 29:24</p> <p>Upfront - 30:15</p> <p>Upload - 30:24</p> <p>Uploaded - 30:13, 31:1</p> <p>Upon - 17:1</p> <p>Us - 20:4, 24:18, 27:4, 30:16</p> <p>Using - 26:10</p>
V			
<p>Vacate - 8:15</p> <p>Valued - 27:24</p> <p>Vatrenko - 4:15, 12:18</p> <p>VENDING - 1:6, 1:15, 1:28, 1:31, 1:32, 1:41, 1:42, 2:2, 2:5, 2:6</p> <p>Venture - 9:23, 18:8</p> <p>Versus - 7:16, 8:14</p> <p>Very - 13:18, 14:3, 19:5, 26:20, 28:13, 29:24, 30:7</p> <p>Vetted - 21:19</p> <p>Via - 27:15</p> <p>VII - 12:23</p> <p>Violations - 9:20</p> <p>VOICE - 5:23, 6:4, 6:6, 11:4, 16:9, 16:12, 17:7, 18:6, 18:18, 23:9, 23:13, 26:13</p> <p>Voluntarily - 16:7</p> <p>VS - 1:31, 1:42</p>			
W			
<p>Wait - 13:4, 16:11, 24:25</p> <p>Wallet - 29:16</p> <p>Want - 5:23, 6:1, 6:7, 11:17, 15:22, 17:5, 17:15, 18:21, 21:3, 21:9, 24:10, 24:21, 26:17, 26:22, 29:22</p> <p>Wanted - 6:6, 6:22, 6:23, 16:12, 16:18, 17:20</p> <p>Was - 5:7, 5:13, 5:17, 6:16, 9:5, 9:8, 9:10, 10:21, 10:22, 10:25, 12:2, 12:3, 12:7, 12:17, 12:18, 13:16, 16:20, 17:12, 18:18, 21:11, 21:21, 25:5, 27:8, 27:11, 27:23</p> <p>Wasn't - 5:20</p> <p>Way - 12:21, 13:1, 14:3, 17:6, 27:13, 29:5</p> <p>Webex - 24:20, 24:21, 26:10</p> <p>Week - 24:19, 24:20,</p>			
U			
<p>Under - 28:12, 28:18</p> <p>Understand - 7:8, 13:11, 15:1</p> <p>Understanding - 18:11, 25:8</p> <p>Unduly - 28:24</p> <p>Unhappy - 21:1</p> <p>Uniondale - 2:26, 2:31</p> <p>UNITED - 1:1</p> <p>Unjust - 8:5, 8:6, 8:16</p> <p>Unknown - 9:1</p> <p>UNRELATED - 1:34, 1:45, 2:8</p> <p>Unsuccessful - 12:2, 12:3, 12:8</p> <p>Up - 5:20, 5:24, 7:15, 10:18, 11:13, 17:2, 17:23, 17:25, 18:1, 18:22, 18:23, 19:11, 19:14, 21:15, 24:11, 26:11, 26:18, 26:20,</p>			

<p>25:25, 26:2, 26:3, 31:3 Well - 10:11, 17:14, 18:8, 19:24, 20:19, 20:23, 21:22, 23:2, 23:23, 24:22, 25:5, 25:13, 25:18, 28:8, 29:5, 29:16, 30:16 We'll - 6:22 Went - 10:13, 13:14 Were - 8:19, 10:13, 11:6, 11:14, 12:15, 12:17, 17:7, 17:10, 19:12, 20:9, 29:23 We're - 24:17, 24:21, 26:15 We've - 30:6, 30:8, 30:11, 30:12 What - 5:4, 5:7, 11:6, 11:8, 11:19, 12:12, 12:21, 14:6, 14:17, 15:13, 16:4, 16:22, 16:24, 17:2, 17:5, 17:18, 18:15, 21:2, 22:8, 24:6, 25:7, 26:16, 30:10 Whatever - 13:2, 14:22, 26:10 What's - 19:19 When - 10:13, 17:10, 26:17, 27:12 Wher - 24:18 Where - 17:16 Wherewithal - 23:24 Whether - 7:13, 10:14, 13:2, 15:19, 15:22, 22:14 Which - 8:11, 8:17, 11:11, 12:7, 26:3, 27:23, 29:4 While - 9:20, 15:10, 15:11, 21:22 Who - 5:13, 5:16, 5:17, 5:20, 6:10, 6:12, 12:15, 13:6, 13:7, 14:17, 15:16, 15:20, 16:7, 16:18, 18:9, 18:13, 18:16, 18:25, 19:5, 19:12, 20:13, 20:14, 21:19, 22:1, 22:6, 23:4, 23:8 Whoever - 5:3 Whole - 10:14, 16:17 Whom - 26:1 Whose - 6:10, 15:20 Why - 21:4, 21:24, 30:3 WILL - 1:22, 22:4, 22:5, 22:6, 22:14, 23:22, 24:4, 24:7, 31:2 Wilson - 2:40, 4:25, 5:21 Winters - 19:23, 19:24 Wish - 30:5</p>	<p>With - 7:4, 8:10, 9:6, 10:10, 10:19, 11:10, 11:23, 12:4, 12:5, 12:7, 12:13, 14:5, 15:11, 15:12, 15:19, 16:24, 16:25, 17:23, 17:25, 18:1, 18:22, 18:23, 19:12, 19:14, 19:17, 21:15, 24:7, 24:11, 26:18, 26:20, 26:22, 27:17, 28:1, 28:9, 28:13, 29:5 Withdrew - 17:11 Without - 10:9 Wonderful - 21:12, 21:13 Won't - 25:11 Word - 13:22, 14:23 Work - 19:14, 19:25, 21:6, 21:9, 29:5, 29:7, 30:17 Worked - 30:1, 30:3, 30:6 Working - 30:7 World - 15:6 WOULD - 1:33, 1:44, 2:8, 7:7, 7:8, 7:10, 7:13, 8:21, 9:17, 9:23, 10:15, 11:9, 11:10, 11:16, 11:17, 12:20, 13:7, 13:25, 14:6, 14:18, 14:22, 14:23, 15:12, 15:21, 15:22, 16:16, 18:7, 18:21, 19:6, 19:15, 20:10, 20:23, 21:12, 24:3, 25:9, 25:10, 25:19, 25:20, 26:9, 28:2, 28:23, 29:11, 30:14 Wouldn't - 12:19, 19:24 Write - 19:7, 21:24 Written - 9:19, 17:15 Wrong - 19:1</p> <p>Y</p> <p>Yeah - 6:5, 6:22, 10:6, 10:10, 11:2, 13:2, 19:22, 23:19, 24:24, 27:2, 30:16 Years - 10:22 Yes - 6:21, 10:2, 13:10, 16:11, 21:2, 26:7 Yet - 9:7, 14:17 Yick - 2:36, 4:21, 5:5 YORK - 1:2, 1:4, 2:20, 2:38, 2:43, 3:4, 3:8, 8:14 You - 5:12, 5:16, 5:17, 5:19, 5:25, 6:2, 6:8, 6:19, 6:22, 6:23, 6:25, 7:14, 9:22, 10:16, 11:5, 11:6, 11:7, 11:11, 11:14, 11:16, 12:9, 12:11, 12:14, 12:15, 12:19, 12:21, 13:5, 13:6,</p>	<p>13:7, 13:10, 13:22, 13:24, 15:9, 15:10, 15:11, 15:13, 15:23, 17:4, 17:5, 17:15, 17:17, 17:18, 17:19, 18:2, 18:3, 18:19, 18:23, 19:2, 19:8, 19:14, 20:4, 20:9, 20:16, 20:22, 21:1, 21:2, 21:4, 21:14, 21:15, 21:16, 21:17, 21:23, 22:5, 22:12, 22:15, 23:8, 23:13, 23:19, 24:1, 24:5, 24:10, 24:21, 25:6, 25:22, 25:24, 25:25, 26:1, 26:2, 26:3, 26:9, 26:10, 26:12, 26:13, 26:15, 26:17, 26:18, 26:20, 26:22, 26:23, 27:11, 27:12, 27:14, 28:13, 28:17, 28:20, 29:5, 29:6, 29:18, 29:23, 29:24, 30:3, 30:4, 30:10, 30:14, 30:15, 30:18, 30:20, 30:24, 31:2, 31:3, 31:4 You'll - 25:6, 25:16 Your - 4:1, 4:6, 4:9, 4:13, 4:17, 4:20, 4:24, 5:4, 5:15, 6:15, 6:21, 7:1, 9:16, 10:7, 10:20, 11:21, 12:17, 13:5, 13:10, 13:25, 16:10, 16:19, 17:8, 18:13, 19:16, 20:2, 20:16, 21:3, 22:9, 22:10, 22:21, 23:17, 24:5, 24:22, 25:10, 25:11, 26:10, 26:13, 26:24, 26:25, 29:20, 29:23, 30:6, 30:20, 31:4 You're - 17:18, 24:9, 25:6, 25:7, 25:9, 25:10, 25:11 You've - 26:1</p> <p>Z</p> <p>ZAMPELLA - 1:31, 1:39, 1:42, 1:43, 2:5, 2:6, 2:29, 4:14, 4:16, 7:19, 7:21, 7:25, 8:4, 8:14, 9:3, 9:9, 9:13, 11:20, 12:8, 12:10, 12:12, 12:16, 15:12, 20:11, 20:13, 22:25, 23:10, 23:12, 24:2, 24:4, 25:21, 27:25 Zampella's - 8:15, 12:5, 15:13 Zoom - 21:17, 26:9</p>	<p>'S - 13:2 'T - 6:2</p> <p>\$</p> <p>\$350 - 1:32, 1:43, 2:7 \$5.7 - 27:24</p> <p>0</p> <p>02 - 1:33, 1:43, 2:7 02/27/2024 - 1:21</p> <p>1</p> <p>10001 - 2:38 10019-6022 - 2:43 1010 - 2:30 10165 - 2:20 10176 - 3:4 1093 - 4:5 11:00 - 1:22 11:45 - 26:7, 26:8 11553 - 2:31 11554 - 2:14 11556 - 2:26 11710 - 3:8 1-23-01093 - 1:9, 1:27 1-23-43027 - 1:8, 1:14 1-24-01034 - 1:10, 1:38 1-24-01037 - 1:11, 2:1 13 - 31:14 1301 - 2:41 14 - 27:20 1425 - 2:24 14th - 2:37 16th - 25:25, 26:5, 26:7, 26:8</p> <p>2</p> <p>2:30 - 1:13 2004 - 1:17, 1:21, 27:8, 27:18, 28:12, 28:14, 29:9, 30:3, 30:6 2016 - 16:15 2021 - 28:2 2024 - 1:6, 1:22, 31:14 21st - 3:3 23 - 4:4 23-01093 - 4:11 2376 - 3:7 23rd - 26:3 24-01034 - 5:11 24-1034 - 4:4</p>
---	--	--	---

<div><div>24-1037 - 4:4</div><div>24th - 9:8</div><div>27 - 16:15</div><div>3</div><div>3/5/2024 - 1:24</div><div>333 - 2:30</div><div>341 - 27:25</div><div>352 - 2:37</div><div>4</div><div>4:00 - 1:21</div><div>40th - 2:42</div><div>42nd - 2:19</div><div>48th - 2:19</div><div>5</div><div>551 - 3:3</div><div>5th - 3:3</div><div>6</div><div>60 - 2:19</div><div>7</div><div>71 - 1:17</div><div>7th - 2:37</div><div>8</div><div>82 - 1:17</div><div>84 - 1:17</div><div>9</div><div>9.9% - 7:22, 8:8</div><div>90 - 2:13</div><div>91.5344951 - 27:23</div><div>9th - 2:13</div></div>			
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